

ARMSTRONG WORLD INDUSTRIES INC

Form 3

November 25, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Schulz David S.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/16/2013

3. Issuer Name and Ticker or Trading Symbol

ARMSTRONG WORLD INDUSTRIES INC [AWI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
☒ Officer      \_\_\_\_ Other  
 (give title below) (specify below)  
 SVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

C/O 2500 COLUMBIA AVE

(Street)

LANCASTER, PA 17603

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:  
 Direct (D)  
 or Indirect (I)  
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date      Expiration  
 Exercisable      Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or  
 Number of  
 Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
 Direct (D)  
 or Indirect (I)  
 (Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Stock Options	Â <u>(1)</u>	06/01/2021	Common Stock	4,472	\$ 40.71	D	Â
Stock Options	Â <u>(2)</u>	02/28/2022	Common Stock	4,287	\$ 43.21	D	Â
Stock Options	Â <u>(3)</u>	02/20/2023	Common Stock	3,602	\$ 51.76	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulz David S. C/O 2500 COLUMBIA AVE LANCASTER, PA 17603	Â	Â	Â SVP and CFO	Â

## Signatures

/s/Christopher S. Parisi,  
Attorney-in-fact

11/25/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The options are non-qualified, have a ten-year term that began on June 1, 2011 and were previously granted under the 2011 Long-Term Incentive Plan. 2,981 of such options are vested and the remaining 1,491 options will vest on June 1, 2014 (contingent upon the Reporting

- (1) Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-term Incentive Plan). Each stock option entitles the Reporting person to purchase one share of Issuer's common stock at an exercise price equal to \$40.71.

The options are non-qualified, have a ten-year term that began on February 28, 2012 and were previously granted under the 2011 Long-Term Incentive Plan. 1,429 of such options are vested and the remaining options will vest as follows: 1,429 options on February 28,

- (2) 2014 and 1,429 options on February 28, 2015 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-term Incentive Plan). Each stock option entitles the Reporting person to purchase one share of Issuer's common stock at an exercise price equal to \$43.21.

The options are non-qualified, have a ten-year term that began on February 20, 2013 and were previously granted under the 2011 Long-Term Incentive Plan. The options will vest in three installments as follows: 1,200 options on February 20, 2014; 1,201 options on

- (3) February 20, 2015; and 1,201 options on February 20, 2016 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-term Incentive Plan). Each stock option entitles the Reporting person to purchase one share of Issuer's common stock at an exercise price equal to \$51.76.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.