

ARMSTRONG WORLD INDUSTRIES INC

Form 4

January 06, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Maier Donald R.

2. Issuer Name and Ticker or Trading Symbol
ARMSTRONG WORLD INDUSTRIES INC [AWI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP Global Operations

C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVE

(Street)

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

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

LANCASTER, PA 17603

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	01/02/2014		M ⁽¹⁾		4,067	A	\$ 22.48
Common Stock	01/03/2014		M ⁽¹⁾		33,896	A	\$ 22.48
Common Stock	01/03/2014		M ⁽¹⁾		23,026	A	\$ 25.07
Common Stock	01/03/2014		M ⁽¹⁾		16,187	A	\$ 35.57
	01/03/2014		M ⁽¹⁾		12,052	A	
							100,973

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Common Stock					\$	33.15	
Common Stock	01/03/2014		M ⁽¹⁾	11,294	A	\$ 43.21	112,267 D
Common Stock	01/03/2014		S	100,522	D	\$ 58	11,745 D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Options - Right to buy	\$ 22.48	01/02/2014		M ⁽¹⁾	4,067	⁽²⁾ 03/02/2020	Common Stock 4,067
Employee Options - Right to buy	\$ 22.48	01/03/2014		M ⁽¹⁾	33,896	⁽²⁾ 03/02/2020	Common Stock 33,896
Employee Options - Right to buy	\$ 25.07	01/03/2014		M ⁽¹⁾	23,026	⁽³⁾ 09/07/2020	Common Stock 23,026
Employee Options - Right to buy	\$ 35.57	01/03/2014		M ⁽¹⁾	16,187	⁽⁴⁾ 03/02/2021	Common Stock 16,187
Employee Options - Right to buy	\$ 33.15	01/03/2014		M ⁽¹⁾	12,052	⁽⁵⁾ 11/01/2021	Common stock 12,052

Employee Options - Right to buy	\$ 43.21	01/03/2014	M ⁽¹⁾	11,294	<u>(6)</u>	02/28/2022	Common Stock	11,294
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maier Donald R. C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603			Sr. VP Global Operations	

Signatures

/s/Christopher S. Parisi, Attorney-in-fact	01/06/2014
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__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Options exercised and shares sold pursuant to a 10b5-1 Plan.
- (2) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (March 2, 2010), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (3) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (September 7, 2010), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (4) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (March 2, 2011), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (5) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (November 1, 2011), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (6) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 28, 2012), contingent upon the Reporting Person's employment on the scheduled vesting date.

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.