

ARMSTRONG WORLD INDUSTRIES INC

Form 8-K

November 05, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 5, 2010

ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

1-2116

23-0366390

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

P.O. Box 3001, Lancaster, Pennsylvania

17604

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(717) 397-0611**

NA

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 2 Financial Information

Item 2.02. Results of Operations and Financial Condition.

On November 5, 2010, Armstrong World Industries, Inc. (the Company) issued a press release regarding its financial results for the fiscal quarter ended September 30, 2010 and announcing that its Board of Directors had determined to pursue a recapitalization and pay to shareholders a special cash dividend in order to efficiently allocate the Company's capital and return value to Armstrong's shareholders. The full text of the press release is attached hereto as Exhibit 99.1.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

No. 99.1 Press Release of Armstrong World Industries, Inc. dated November 5, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARMSTRONG WORLD INDUSTRIES,
INC.

By: /s/ Jeffrey D. Nickel
Jeffrey D. Nickel
Senior Vice President, General Counsel
and Secretary

Date: November 5, 2010

EXHIBIT INDEX

Exhibit No.	Description
No. 99.1	Armstrong World Industries, Inc. press release dated November 5, 2010.