

Nickel Jeffrey D
Form 4
March 23, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nickel Jeffrey D

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)
C/O ARMSTRONG WORLD
INDUSTRIES, INC., 2500
COLUMBIA AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2011

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr. VP, Secy & General Counsel

LANCASTER, PA 17603

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

(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 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 (A) or (D) Price			
Common Stock	03/21/2011		M	6,845 A \$ 22.55	19,659	D	
Common Stock	03/21/2011		F	4,604 D \$ 45.4 (1)	15,055	D	
Common Stock	03/21/2011		M	6,845 A \$ 22.55	21,900	D	
Common Stock	03/21/2011		F	4,604 D \$ 45.4 (1)	17,296	D	
	03/21/2011		M	6,845 A	24,141	D	

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Common Stock						\$ 22.55		
Common Stock	03/21/2011	F	4,604	D	\$ 45.4 (1)	19,537	D	
Common Stock	03/21/2011	M	40,162	A	\$ 10.34	59,699	D	
Common Stock	03/21/2011	F	23,299	D	\$ 45.4 (1)	36,400	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
Stock Options (right to buy)	\$ 22.55	03/21/2011		M	6,845	10/02/2008 10/02/2016	Common Stock 6,845
Stock Options (right to buy)	\$ 22.55	03/21/2011		M	6,845	08/28/2009 08/28/2014	Common Stock 6,845
Stock Options (right to buy)	\$ 22.55	03/21/2011		M	6,845	08/28/2009 08/28/2014	Common Stock 6,845
Stock Options (right to buy)	\$ 10.34	03/21/2011		M	40,162	08/28/2009 08/28/2014	Common Stock 40,162

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nickel Jeffrey D C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603			Sr. VP, Secy & General Counsel	

Signatures

/s/ Mary J. Huwaldt, Attorney-in-fact for Jeffrey D. Nickel

03/23/2011

__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).

This transaction was executed in multiple trades at prices ranging from \$45.13 to \$45.71. The price reported above reflects the average
(1) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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

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