

McNamara Stephen F
Form 4
April 12, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McNamara Stephen F

(Last) (First) (Middle)

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

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Vice President and Controller

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

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	(D)	Price

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

**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.**

SEC 1474
(9-02)

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

Edgar Filing: McNamara Stephen F - Form 4

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾			3,422	10/02/2008	10/02/2016	Common Stock	3,422
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾		3,991		10/02/2008	10/02/2016	Common Stock	3,991
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾			3,423	08/28/2009	08/28/2014	Common Stock	3,423
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾		3,991		08/28/2009	08/28/2014	Common Stock	3,991
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾			3,423	08/28/2009	08/28/2014	Common Stock	3,423
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾		3,992		08/28/2009	08/28/2014	Common Stock	3,992
Stock Options	\$ 10.34	04/10/2012		D ⁽¹⁾			12,761	08/28/2009	08/28/2014	Common Stock	12,761
Stock Options	\$ 8.87	04/10/2012		A ⁽¹⁾		14,881		08/28/2009	08/28/2014	Common Stock	14,881
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾			1,946	04/01/2011	04/01/2020	Common Stock	1,946
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾		2,270		04/01/2011	04/01/2020	Common Stock	2,270
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾			1,947	04/01/2012	04/01/2020	Common Stock	1,947
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾		2,270		04/01/2012	04/01/2020	Common Stock	2,270
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾			1,947	04/01/2013	04/01/2020	Common Stock	1,947
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾		2,270		04/01/2013	04/01/2020	Common Stock	2,270
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾			2,213	03/02/2012	03/02/2021	Common Stock	2,213
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾		2,580		03/02/2012	03/02/2021	Common Stock	2,580
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾			2,213	03/02/2013	03/02/2021	Common Stock	2,213

Edgar Filing: McNamara Stephen F - Form 4

Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	2,581	03/02/2013	03/02/2021	Common Stock	2,5
Stock Options	\$ 41.47	04/10/2012	D ⁽¹⁾	2,213	03/02/2014	03/02/2021	Common Stock	2,2
Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	2,581	03/02/2014	03/02/2021	Common Stock	2,5
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	2,038	02/28/2013	02/28/2022	Common Stock	2,0
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	2,377	02/28/2013	02/28/2022	Common Stock	2,3
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	2,038	02/28/2014	02/28/2022	Common Stock	2,0
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	2,377	02/28/2014	02/28/2022	Common Stock	2,3
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	2,039	02/28/2015	02/28/2022	Common Stock	2,0
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	2,377	02/28/2015	02/28/2022	Common Stock	2,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNamara Stephen F C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603			Vice President and Controller	

Signatures

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

04/12/2012

__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).

The reported transactions relate to an adjustment of outstanding stock options and exercise prices in connection with the Registrant's
(1) payment of a special cash dividend to shareholders on April 10, 2012, resulting in the deemed cancellation of the original options and the grant of replacement options. An adjustment is required under the terms of the underlying equity incentive plan.

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.