

BURNS KEVIN R

Form 3

September 24, 2009

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 *

Â BURNS KEVIN R
(Last) (First) (Middle)

C/O TPG CAPITAL, L.P.,Â 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH,Â TXÂ 76102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
09/22/2009

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)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**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)

No securities are beneficially owned ⁽¹⁾

0

D Â

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

SEC 1473 (7-02)

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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)

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

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS KEVIN R C/O TPG CAPITAL, L.P., 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â X	Â	Â	Â

Signatures

/s/ Clive D. Bode, on behalf of Kevin R.
Burns (2) 09/24/2009

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).
- Kevin R. Burns is a partner of TPG Capital, L.P., which is affiliated with Armor TPG Holdings LLC ("Armor"), which, as of the date hereof, directly holds 7,000,000 shares of common stock of Armstrong World Industries, Inc. ("Common Stock") and an economic interest in an additional 1,039,777 shares of Common Stock underlying a prepaid share forward transaction (collectively, the "Investments"). Mr. Burns disclaims beneficial ownership of the Investments that are or may be beneficially owned by Armor or any of its affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Burns is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly or indirectly held by Armor or any of its affiliates.

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Remarks:

(2)Â CliveÂ D.Â BodeÂ isÂ signingÂ onÂ behalfÂ ofÂ Mr.Â BurnsÂ pursuantÂ toÂ theÂ authorizationÂ andÂ designation
Â 2009,Â whichÂ isÂ filedÂ asÂ anÂ exhibitÂ herewith.

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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