

ARMSTRONG WORLD INDUSTRIES INC
Form 4/A
August 12, 2009

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 *
Armstrong World Industries, Inc.
Asbestos Personal Injury Settlement Trust

(Last) (First) (Middle)

818 N. WASHINGTON ST.

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
08/11/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Stock	08/10/2009		S		7,000,000 (1)	D	
					\$ 22.31		
					29,981,480	D	

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

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(9-02)

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

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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	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)
Forward Sale Contract (obligation to sell) ⁽¹⁾ <u>(2)</u> <u>(3)</u>	<u>(2)</u>	08/10/2009		J ⁽²⁾	1,039,777	<u>(2)</u> <u>(2)</u>	Common Stock 1,039,777

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust 818 N. WASHINGTON ST. WILMINGTON, DE 19801			X	

Signatures

/s/Edward E. Steiner, attorney-in-fact for Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust 08/12/2009

**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) On August 10, 2009, pursuant to the terms of a Purchase and Sale Agreement (the "PSA"), the reporting person agreed to sell 7,000,000 shares and, concurrently with the closing of such sale, enter into a prepaid forward sale contract with TPG Partners V, L.P. and TPG Partners VI, L.P. (collectively, "TPG").
- (2) The forward sale contract obligates the reporting person to deliver to TPG cash (or elect to deliver 1,039,777 shares) on the settlement date of the forward sale contract. The settlement date is the third currency business day following the 20th scheduled trading day beginning on November 4, 2013. In exchange for assuming this obligation, the reporting person will receive \$23,197,425 (determined by multiplying 1,039,777 shares by the per share sale price of \$22.31 under the PSA).
- (3) The reporting person will pledge 1,039,777 shares of AWI common stock (the "Pledged Shares") to secure its obligations under the forward sale contract. While the reporting person will retain dividend and voting rights in the Pledged Shares during the term of the pledge, the reporting person is obligated to pay TPG dividends received on 1,039,777 shares underlying the forward sale contract.

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.