

BONDERMAN DAVID
Form 4
September 07, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BONDERMAN DAVID

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2011

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

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

(Street)

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

FORT WORTH, TX 76102

(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 (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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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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 (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)	8. Price or Derivative Security (Instr. 3)
Prepaid Forward Contract <u>(3)</u>	<u>(3)</u>	09/02/2011		J	1	<u>(3)</u> 04/04/2012	Common Stock, par value \$0.01 per share	35,517 <u>(3)</u>

Reporting Owners

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

Signatures

/s/ Ronald Cami, on behalf of David Bonderman (5) 09/07/2011

**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).
- (1) David Bonderman (the "Reporting Person") is a director, officer and shareholder of TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation, which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of both TPG GenPar V Advisors, LLC, a Delaware limited liability company ("Advisors V") and TPG GenPar VI Advisors, LLC, a Delaware limited liability company ("Advisors VI"). Mr. Bonderman is a director, officer and shareholder of TPG Advisors VI, Inc., a Delaware Corporation ("TPG Advisors VI").
- (2) Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of TPG Partners V, L.P. a Delaware limited partnership ("Partners V"), TPG FOF V-A, L.P., a Delaware limited partnership ("FOF V-A"), and TPG FOF V-B, L.P., a Delaware limited partnership ("FOF V-B"). Advisors VI is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("Partners VI"). TPG Advisors VI is the general partner of FOF VI SPV, L.P., a Delaware limited partnership ("FOF VI"). Partners V is the managing member of Armor TPG Holdings LLC ("Armor TPG"), whose membership interests are, collectively, wholly owned by Partners V, Partners VI, FOF V-A, FOF V-B and FOF VI. Armor TPG directly holds 7,001,892 shares of Common Stock of the Issuer.

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- (3) On September 2, 2011, Armor TPG entered into a forward transaction with Societe Generale ("SG") (the "September 2 Forward Transaction") with respect to 35,517 shares of Common Stock of the Issuer at a forward price of \$37.9269 per share. Subject to Armor TPG's right to accelerate the settlement of the September 2 Forward Transaction upon one business day's notice, the September 2 Forward Transaction will settle on April 4, 2012. At the election of Armor TPG, the September 2 Forward Transaction may be settled in cash or by delivery of Common Stock to Armor TPG; provided that (i) cash settlement may not be elected before a date at least six months following the Transaction Date and (ii) physical settlement may not be elected unless certain conditions have been satisfied.

- (4) Because of the Reporting Person's relationship to Armor TPG, for reporting purposes under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by Armor TPG to the extent of the greater of its respective direct or indirect pecuniary interests in the profits or capital accounts of Armor TPG. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any shares of Common Stock of the Issuer in excess of such amounts.

Remarks:

- (5) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to the authorization and designation letter dated July 1, 2010.

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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