Kane Thomas Michael Form 4 August 26, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** 

obligations may continue. See Instruction 1(b).

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 \* Kane Thomas Michael

2. Issuer Name and Ticker or Trading Symbol

ARMSTRONG WORLD

INDUSTRIES INC [AWI]

(First) (Middle) 3. Date of Earliest Transaction

08/24/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(Month/Day/Year)

below)

Director 10% Owner X\_ Officer (give title Other (specify

Senior VP - HR

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

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LANCASTER, PA 17603

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

### Edgar Filing: Kane Thomas Michael - Form 4

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units (1)	<u>(1)</u>	08/24/2010		A	4,148	<u>(1)</u>	<u>(1)</u>	Common stock	4,148	
Stock options - right to buy	\$ 36.17	08/24/2010		A	10,074	(2)	(3)	Common Stock	10,074	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Kane Thomas Michael						
C/O ARMSTRONG WORLD INDUSTRIES, INC.			Senior			
2500 COLUMBIA AVENUE			VP - HR			
LANCASTER, PA 17603						

## **Signatures**

Michele M. Nicholas, Attorney-in-fact 08/26/2010

\*\*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).

Represents restricted stock units granted under the 2006 Long-Term Incentive Plan. The restrictions will lapse and the units will vest in three installments at one, two and three years as follows: 1,382 shares on August 23, 2011; 1,383 shares on August 23, 2012; and 1,383

- shares on August 23, 2013 (contingent upon the officer's employment on the scheduled vesting dates). Each restricted stock unit represents the right to receive, following vesting, one share of Company common stock, together with a cash dividend payment proportionate to the earned shares; however, the Management Development and Compensation Committee of the Board of Directors may settle the restricted stock units in cash if insufficient shares are available at the end of the restriction periods.
- The options will vest and become exercisable in three installments at one, two and three years as follows: 3,358 shares on August 24, 2011; 3,358 shares on August 24, 2012 and 3,358 shares on August 24, 2013 (contingent upon the officer's employment on the scheduled vesting dates).
- (3) No shares of stock may be acquired by exercise of an option after a maximum of ten years from the date the option was granted.

  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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