

RODRUAN WILLIAM C
Form 3
April 01, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â RODRUAN WILLIAM C | | (Month/Day/Year) | ARMSTRONG WORLD INDUSTRIES INC [AWI] | |
| (Last) | (First) | 04/01/2009 | | |
| P.O. BOX 3001 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LANCASTER,Â PAÂ 17604 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Interim CFO | |

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) |
|----------------------------------|---|--|---|
| Common stock | 3,309 | D | Â |
| Common stock - restricted shares | 6,667 ⁽¹⁾ | D | Â |
| Common stock - restricted shares | 13,366 ⁽²⁾ | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Stock Options - right to buy | Â (3) | Â (4) | Common stock | 31,542 | \$ 29.37 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| RODRUAN WILLIAM C P.O. BOX 3001 LANCASTER, PA 17604 | Â | Â | Â Interim CFO | Â |

Signatures

Michele M. Nicholas, by Power of Attorney 04/01/2009

__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).
- (1) The shares vest in two installments as follows: 3,333 on October 2, 2009 and 3,334 on October 2, 2010 (contingent upon officer's employment on the scheduled vesting date).
- (2) The shares vest in three equal installments at two, three and four years from February 23, 2009 (contingent upon officer's employment on the scheduled vesting date).
- (3) The stock options are exercisable in one-thirds on October 2, 2008, October 2, 2009 and October 2, 2010.
- (4) No shares of stock may be acquired by exercise of an option after a maximum of ten years from October 31, 2006, the date the option was granted, except as provided in the case of the optionee's death.

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Remarks:

Mr. Â Rodruan Â was Â Controller Â until Â July Â 1, Â 2008, Â at Â which Â time Â he Â ceased Â to Â be Â a Â reporting Â person

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.