

ARMSTRONG WORLD INDUSTRIES INC

Form 4

April 13, 2016

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 *
Romano Ellen R.

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)
04/11/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Human Resources

C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVENUE, P.O. BOX 3001

(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

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 (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			
Common Stock				V	9,271	D	

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)

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. Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	04/11/2016		A	8,985	<u>(2)</u> <u>(2)</u>	Common Stock	8,985
Restricted Stock Units ⁽¹⁾	<u>(1)</u>					<u>(3)</u> <u>(3)</u>	Common Stock	5,181
Restricted Stock Units ⁽¹⁾	<u>(1)</u>					<u>(4)</u> <u>(4)</u>	Common Stock	1,552
Stock Options	\$ 47.17					<u>(5)</u> 02/25/2024	Common Stock	10,074
Stock Options	\$ 43.31					<u>(6)</u> 07/30/2023	Common Stock	9,022
Stock Options	\$ 45.32					<u>(7)</u> 02/20/2023	Common Stock	3,042
Stock Options	\$ 37.83					<u>(8)</u> 02/28/2022	Common Stock	3,426
Stock Options	\$ 31.15					<u>(9)</u> 03/02/2021	Common Stock	2,743

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Romano Ellen R. C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE, P.O. BOX 3001 LANCASTER, PA 17603			SVP, Human Resources	

Signatures

/s/ Mark A. Hershey,
Attorney-in-Fact

04/13/2016

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2011 Long-Term Incentive Plan.

The restricted stock units were granted to the Reporting Person on April 11, 2016 and will vest as follows: (1) 2,995 on the second anniversary of the grant, (2) 2,995 on the third anniversary of the grant, and (3) 2,995 on the fourth anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-Term Incentive Plan).
- (2) The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 2,590 on the second anniversary of the grant, and (2) 2,591 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-Term Incentive Plan).
- (3) The restricted stock units were granted to the Reporting Person on February 25, 2014 and will vest on December 31, 2016 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-Term Incentive Plan).
- (4) The stock options were granted on February 25, 2014 and 6,716 have vested; the remaining 3,358 unvested stock options will vest and become exercisable on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-Term Incentive Plan).
- (5) The stock options were granted on July 30, 2013 and 6,014 have vested; the remaining 3,008 unvested stock options will vest and become exercisable on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-Term Incentive Plan).
- (6) The stock options were granted on February 20, 2013 and have vested.
- (7) The stock options were granted on February 28, 2012 and have vested.
- (8) The stock options were granted on March 2, 2011 and have vested.
- (9) The stock options were granted on March 2, 2011 and have vested.

Remarks:

NOTE: All derivative securities on Table II granted prior to April 1, 2016 have been adjusted as a result of the spin-off of Arm

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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