ARMSTRONG WORLD INDUSTRIES INC
Form DEF 14A
April 28, 2011
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SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

x Filed by the Registrant ¨ Filed by a Party other than the Registrant

Check the appropriate box:

¨ Preliminary Proxy Statement

x Definitive Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

ARMSTRONG WORLD INDUSTRIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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ARMSTRONG WORLD INDUSTRIES, INC.

2500 COLUMBIA AVE., LANCASTER, PA 17603

P.O. BOX 3001, LANCASTER, PA 17604

www.armstrong.com

Thomas M. Armstrong

Founder

1860

April 28, 2011

2011 ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholder:

On behalf of the Board of Directors of Armstrong World Industries, Inc., it is my pleasure to invite you to attend the 2011 Annual Meeting of Shareholders of Armstrong World Industries, Inc. at 8:00 a.m. on Friday, June 24, 2011. The meeting will be held at our corporate offices at 2500 Columbia Avenue, Lancaster, Pennsylvania.

For this meeting, we are following Securities and Exchange Commission (SEC) rules that allow us to furnish proxy materials to shareholders via the Internet. This reduces the costs of printing and mailing the materials and saves paper resources. However, any shareholder who would like to receive paper copies of the proxy materials can request them, free of charge, by email at www.amstock.com or by calling American Stock Transfer & Trust Company, LLC at 1-800-937-5449.

Information concerning the matters to be acted upon at the meeting is provided in the accompanying Notice of Annual Meeting of Shareholders and Proxy Statement.

Whether or not you plan to attend the meeting, it is important that your Common Shares be represented. Please vote your Common Shares through the Internet, by telephone, or by completing and returning a proxy card.

On behalf of your Board of Directors, thank you for your continued support of Armstrong.

Very truly yours,

James J. O Connor
Chairman of the Board
Armstrong World Industries, Inc.

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ARMSTRONG WORLD INDUSTRIES, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held June 24, 2011

April 28, 2011

To the Shareholders of Armstrong World Industries, Inc.:

The 2011 Annual Meeting of Shareholders of Armstrong World Industries, Inc. (the Company) will be held on Friday, June 24, 2011, at 8:00 a.m. (local time), at the offices of the Company, 2500 Columbia Avenue, Lancaster, Pennsylvania, for the following purposes:

1. To elect eleven directors for the ensuing year or until their successors are elected and qualified;

2. To approve the Armstrong World Industries, Inc. 2011 Long-Term Incentive Plan;

3. To approve the Armstrong World Industries, Inc. Management Achievement Plan;

4. To approve a non-binding resolution to approve the compensation of the named executive officers;

5. To approve a non-binding resolution to indicate the frequency with which shareholders prefer to be presented with a non-binding resolution to approve the compensation of the named executive officers (every 1, 2 or 3 years);

6. To ratify the selection of KPMG LLP as independent auditors for 2011; and

7. To transact any other business that may properly be brought before the meeting or any adjournment or postponement of the meeting.

Shareholders of record of the Company s common stock, par value $0.01 per share (Common Shares), at the close of business on April 11, 2011 (the Record Date) are entitled to receive notice of and to vote at the meeting or any adjournment thereof. You are cordially invited to be present at the meeting and to vote.

Please note that to attend the meeting in person, you must have been a shareholder on the Record Date and you must present an admission ticket and photo identification.

To request an admission ticket, please email or write the Office of the Corporate Secretary at AdmissionTicket@armstrong.com or Attention: C. L. Putt, Armstrong World Industries, Inc., P. O. Box 3001, Lancaster, PA 17604-3001. We must receive your request at least ten business days prior to the meeting. If your Common Shares are held directly in an account with our Transfer Agent, American Stock Transfer & Trust Company, LLC, your name will appear in our Record Date shareholder list. If your Common Shares are in the name of a broker, bank or other institution, you must provide evidence of your beneficial stock ownership on the Record Date.

Whether or not you attend the meeting, please ensure your Common Shares are represented by voting through the Internet, by telephone or by signing, dating and returning a proxy card.

By order of the Board of Directors,

Mary J. Huwaldt, Assistant Secretary and
Deputy General Counsel

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Armstrong World Industries, Inc.

2500 Columbia Avenue

Lancaster, PA

PROXY STATEMENT

Annual Meeting of Shareholders

to be held June 24, 2011, at 8:00 a.m.

April 28, 2011

This Proxy Statement is being furnished to the shareholders of Armstrong World Industries, Inc., a Pennsylvania corporation (the Company or Armstrong), in connection with its 2011 Annual Meeting of Shareholders. Shareholder proxies are solicited on behalf of the Board of Directors for use at the Annual Meeting on June 24, 2011 at 8:00 a.m., and at any adjournment or postponement thereof, at the principal offices of the Company, 2500 Columbia Avenue, Lancaster, Pennsylvania.

For this meeting, we are following SEC rules that allow us to furnish proxy materials to shareholders via the Internet. This reduces the costs of printing and mailing the materials and saves paper resources. However, any shareholder who would like to receive paper copies of the proxy materials can request them, free of charge, by email at www.amstock.com or by calling American Stock Transfer & Trust Company, LLC at 1-800-937-5449. The proxy materials are first being sent to shareholders on or about April 28, 2011.

Please read this Proxy Statement and vote your shares of Armstrong Common Stock (Common Shares) through the Internet, by telephone, by completing, dating, signing and returning a proxy card, or by attending the meeting and voting in person.

Your proxy may be revoked at any time by filing a revocation with the Corporate Secretary before the polls close at the Annual Meeting. Your proxy may be changed by a duly executed proxy card or instructions bearing a later date (including proxy instructions given by telephone or Internet vote) or by voting in person at the meeting.

Properly executed and valid proxies will be voted according to their terms. If a shareholder instructs how the proxy is to be voted with respect to any of the proposals for which a choice is provided, the proxy will be voted accordingly. If a shareholder fails to so specify how to vote on a particular proposal, the proxy will be voted on the proposals presented at this meeting as follows:

1. **FOR** the election of each director nominee named in this Proxy Statement;

2. **FOR** approval of the Armstrong World Industries, Inc. 2011 Long Term Incentive Plan (LTIP);

3. **FOR** approval of the Armstrong World Industries, Inc. Management Achievement Plan (Amended MAP);

4. **FOR** the resolution to approve the compensation of the Company s named executive officers;

5. **FOR** selection of a three year period as the preferred timing for presentation of a non-binding shareholder vote on executive compensation; and

6. **FOR** the ratification of the appointment of independent auditors.

Only holders of Common Shares of record at the close of business on April 11, 2011 (the Record Date) are entitled to receive notice of and to vote at the meeting or any adjournment or postponement thereof. On the Record Date, there were 58,307,963 Common Shares outstanding. Each such Common Share is entitled to one vote on each matter to be voted on at the Annual Meeting of Shareholders. Cumulative voting for directors is not permitted.

Questions and Answers about the Annual Meeting and Voting

Q: Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

A: *Under SEC rules, we are providing access to our proxy materials over the Internet. We are sending a Notice of Internet Availability of Proxy Materials (Notice) to our shareholders of record and beneficial owners. All shareholders are free to access the proxy materials on a website referred to in the Notice and to request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy are in the Notice. In addition, shareholders may request proxy materials be sent by mail or by email.*

Q: How can I receive printed shareholder and proxy materials?

A: *If you are a shareholder of record with an account at American Stock Transfer & Trust Company, LLC (AST), call 1-800-937-5449; write to AST at 59 Maiden Lane, Plaza Level, New York, NY 10038; or email www.amstock.com and ask for printed proxy materials for Armstrong. You will be asked to provide AST with certain secure information. Once a shareholder requests printed copies, we will send future materials in print until asked to stop doing so. If you are a beneficial or street name holder, meaning that you hold Armstrong stock through a broker, bank or other firm, you must contact that company with your request.*

Q: What is included in these proxy materials?

A: *These proxy materials include:*

- *our Proxy Statement and proxy card for the Annual Meeting; and*
- *our 2010 Annual Report on Form 10-K, which includes our audited consolidated financial statements.*

If you requested printed versions of these materials by mail, these materials also include a proxy card and return envelope.

Q: What am I voting on?

A: *You are being asked to vote on six proposals. The first is the election of eleven members to our Board of Directors. For more information on all eleven nominees, please turn to the section PROPOSAL 1 - Election of Directors.*

Second, you are being asked to approve the Armstrong World Industries, Inc. 2011 Long Term Incentive Plan . For more information, please turn to PROPOSAL 2 - Approval of the Armstrong World Industries, Inc. 2011 Long Term Incentive Plan.

Third, you are being asked to approve the Armstrong World Industries, Inc. Management Achievement Plan. For more information, please turn to PROPOSAL 3 - Approval of the Armstrong World Industries, Inc. Management Achievement Plan.

Fourth, you are being asked to participate in a non-binding vote to approve the named executive officers compensation, a so-called Say On Pay vote. For more information on the Say On Pay vote, please turn to PROPOSAL 4 - Non-Binding Vote on Named Executive Officer Compensation .

Fifth, you are being asked to participate in a non-binding vote to establish a frequency with which Armstrong will hold a Say On Pay vote, a so-called Say When On Pay vote. For more information, please turn to PROPOSAL 5 - Non-Binding Vote on the Frequency for Shareholder Vote on Say On Pay of One, Two or Three Year Intervals.

Sixth, you are being asked to ratify the selection of KPMG LLP as Armstrong s independent auditors for 2011. For more information, please turn to PROPOSAL 6 - Ratification of Auditors.

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Q: Who is entitled to vote?

A*: Each holder of record of Common Shares of Armstrong at the close of business on the record date, April 11, 2011, is entitled to one vote for each Common Share owned on each matter to be voted on.*

Q: Can I cumulate my votes for directors and cast them all for one candidate?

A*: No. The Articles and Bylaws of the Company do not permit cumulative voting for directors.*

Q: How do I vote?

A*: You can vote in any one of the following ways:*

- *Internet go to the website listed on your meeting notice or proxy card and follow the instructions;*
- *telephone use a touch tone phone to call 1-800-776-9437 (the telephone number on your meeting notice or proxy card) and follow the recorded instructions;*
- *mail sign and date a proxy card, and mail it back; or*
- *attend the Annual Meeting deliver your completed proxy card in person or complete a ballot at the meeting. However, if you hold your Common Shares through a bank or broker rather than directly with the Company, you must obtain a proxy from that firm and provide it at the meeting in order to vote at the meeting.*

Regardless of how you choose to vote, your vote is important, and we encourage you to vote promptly.

Q: What must I do to attend the meeting in person?

A*: If you wish to attend the meeting in person, please request an admission ticket and, if you hold your Common Shares in an account with a broker or bank, provide evidence that you were a shareholder on the Record Date. We must receive your request at least ten business days prior to the meeting at the Office of the Corporate Secretary (Attn: C. L. Putt, Armstrong World Industries, Inc., P. O. Box 3001, Lancaster, PA 17604-3001) or by email at AdmissionTicket@armstrong.com. It will be necessary to present the admission ticket and picture identification to gain entrance to the Corporate Campus.*

Q: How many votes are needed to hold the meeting?

A*: The presence in person or by proxy at the Annual Meeting of the holders of a majority of all Common Shares issued and outstanding is required for a quorum in order to hold the meeting.*

Q: What is the vote required to elect the nominees for directors?

A*: The eleven nominees receiving the greatest number of affirmative votes will be elected directors.*

Q: How many votes are needed to approve the ratification of KPMG LLP as auditors?

A*: Approval of the ratification of KPMG LLP requires the affirmative vote of shareholders present entitled to cast at least a majority of the votes which all shareholders present are entitled to vote on the matter.*

Q: What is the vote required to approve the Say On Pay proposal?

A*: Approval of the non-binding resolution to approve the Company s named executive officer compensation would require the affirmative vote of shareholders present entitled to cast at least a majority of the votes which all shareholders present are entitled to vote on the matter.*

Q: What is the vote required to approve the Say When On Pay proposal?

A*: The interval receiving the highest number of votes will be deemed the recommendation of the shareholders on this non-binding proposal.*

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Q: What is the vote required to approve the Armstrong World Industries 2011 Long-Term Incentive Plan (LTIP)?

A: *Approval of the LTIP requires the affirmative vote by shareholders present entitled to cast at least a majority of the votes which all shareholders present are entitled to vote on the matter.*

Q: What is the vote required to approve the Armstrong World Industries, Inc. Management Achievement Plan (Amended MAP)?

A: *Approval of the Amended MAP requires the affirmative vote of the shareholders present entitled to cast at least a majority of the votes which all shareholders present are entitled to vote on the matter.*

Q: How will abstentions and broker non-votes be treated?

A: *Abstentions and broker non-votes are counted for purposes of determining whether a quorum is present, but are not treated as votes cast. As a result, abstentions and broker non-votes will have the effect of a vote against the outcome of the approval of all of the proposals presented except for the election of directors and the Say When On Pay proposal, which will be unaffected by abstentions and broker non-votes.*

Q: Will any other matters be voted on?

A: *We do not expect any other matters to be considered at the Annual Meeting. However, if a matter not listed on the proxy card is properly brought before the Meeting by a shareholder, the individuals designated as proxies will vote on the matter in accordance with their judgment if permitted by applicable law.*

Q: Who will count the votes?

A: *The Judge of Election, a representative of American Stock Transfer & Trust Company, LLC, the Company s registrar and transfer agent, will count the votes.*

Q: What if I do not return my proxy card and I do not attend the annual meeting?

A: *If you are a holder of record (that is, your shares are registered in your own name with our transfer agent) and you don t vote your shares, your shares will not be voted. Under the rules of the New York Stock Exchange, if you hold your shares in street name, and you do not give your bank, broker or other holder of record specific voting instructions for your shares, your record holder can vote your shares on the ratification of the independent registered public accounting firm. However, your record holder cannot vote your shares without your specific instructions on the election of directors, Say On Pay, Say When on Pay, the approval of the LTIP, or the approval of the Amended MAP. For the aforementioned proposals for which a bank, broker or other record holder cannot vote without your instruction, if you do not provide voting instructions to your broker on such proposal, the votes will be considered broker non-votes and will not be counted in determining the outcome of those votes. See Q&A above, How will abstentions and broker non-votes be treated?*

Q: What shares are covered by my proxy?

A: *You should have a paper or electronic proxy card/voting instructions for each account in which you own Armstrong Common Shares either:*

- *directly in your name as the shareholder of record; or*
- *indirectly through a broker, bank or other holder of record.*

Q: What does it mean if I receive more than one proxy card or voting instructions?

A: *It means that you have multiple accounts in which you own stock. Please vote all proxy cards/voting instructions from the Company to ensure that all your Common Shares are voted. However, you may want to contact your broker, bank or the Company s transfer agent to consolidate (i.e. householding) as many accounts as possible under a single name and address. Our transfer agent is American Stock Transfer & Trust Company, LLC. All communications concerning Common Shares you hold in your name, including address changes, name changes, requests to* *transfer and similar issues, can be handled by contacting them at American Stock Transfer & Trust Company, LLC, 59 Maiden Lane, Plaza Level, New York, NY 10038; phone 1-800-937-5449; or on the Internet at www.amstock.com.*

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Q: How can I change my vote?

***A**: You can revoke your proxy and change your vote before the polls close at the Annual Meeting by:*

- *delivering a revocation to the Corporate Secretary;*
- *submitting another proxy with a later date; or*
- *voting at the meeting.*

The telephone and Internet voting for shareholders will close at 11:59 p.m. on June 23, 2011.

Q: Who pays the cost of soliciting the proxies requested?

***A**: The cost of solicitation on behalf of the Board of Directors is borne by the Company. In addition to the use of the mail, proxies may be solicited in person, by telephone or by electronic mail, and could be requested by directors, officers or employees of the Company, or by employees of our Transfer Agent or an independent company retained to assist in the solicitation of proxies.*

Q: Will my vote be confidential?

***A**: Under the Company s confidential voting policy, all proxies, ballots and tabulations that identify how shareholders voted will be kept confidential. To implement this policy, the Company has engaged an independent Judge of Election. Company employees will not serve as vote tabulators or judges. Shareholders comments on proxy cards and ballots will be conveyed to the Company in a manner that protects the confidentiality of the voter. This confidentiality policy does not apply:*

- *when disclosure about a matter is required by law;*
- *when disclosure is necessary in connection with a claim involving the Company;*
- *when a shareholder expressly requests or permits disclosure; or*
- *during the course of a contested proxy solicitation.*

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PROPOSAL 1

ELECTION OF DIRECTORS

Board Of Directors

Following the resignation of Bettina M. Whyte from the Board in 2011, the Board of Directors set the number of the full board at eleven directors. Therefore, eleven directors will be elected at the Annual Meeting to serve on the Company s Board of Directors until the next Annual Meeting and until their successors have been elected and qualified. All of the eleven nominees for director currently serve as directors. The Board is recommending the eleven current directors (current as of March 1, 2011) be re-elected to the Board.

Pursuant to a Shareholders Agreement between the Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust (the Trust) and Armor TPG Holdings LLC (Armor TPG) dated as of August 28, 2009, the Trust and Armor TPG agreed to take all necessary action to cause the Company s Board to include two persons nominated by the Trust and, subject to certain conditions, two persons nominated by Armor TPG. The Armor TPG selected directors currently serving on the Board pursuant to this provision are David Bonderman and Kevin R. Burns. The Trust selected directors currently serving on the Board pursuant to this provision are Michael F. Johnston and Richard E. Wenz. Each candidate s qualifications were reviewed by the Nominating and Governance Committee, which recommended each of them be elected to the Board.

The Trust also recommended three of the directors, Bettina M. Whyte (who resigned in 2011), Tao Huang and Larry S. McWilliams, for consideration and nomination by the Nominating and Governance Committee in 2010. However, none of those directors were the Trust s nominee under the Shareholders Agreement referenced above. Prior to recommending these three candidates for nomination as director, the Committee reviewed their qualifications and recommended each of them be elected to the Board. Bettina M. Whyte offered her resignation as a Director, which was accepted by the Board effective March 1, 2011.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR ELECTION OF THE ELEVEN NOMINEES IDENTIFIED BELOW.

Director Information

The following information is provided with respect to the Company s current directors and nominees for director. All directorships listed for each director are directorships of public companies.

Stan A. Askren. Age 50 Director since October 2008. Member Management Development and Compensation Committee (Chair). Mr. Askren has been Chairman and Chief Executive Officer of HNI Corporation since 2004, and President since 2003. Previously, he was Executive Vice President with HNI Corporation from 2001-2003. HNI Corporation is the second largest office furniture manufacturer in the world and the nation s leading manufacturer and marketer of gas- and wood-burning fireplaces. Mr. Askren has worked in several industries and has held multiple executive management and general management positions with Emerson Electric, Thomson S.A. and HNI Corporation. Mr. Askren serves on the Boards of Directors of the National Association of Manufacturers (NAM) and the Business and Institutional Furniture Manufacturer s Association (BIFMA), where he is President of the Board. He is active in numerous local and civic organizations and their boards. Mr. Askren received his bachelor s degree from University of Northern Iowa, an MBA from Washington University and completed the Advanced Management Program at Harvard Business School. With his broad manufacturing background and experience in consumer products and sales and distribution, Mr. Askren brings valuable expertise to the Board, strengthening the Board s collective qualifications, skills and experiences.

David Bonderman. Age 68 Director since September 2009. Mr. Bonderman is a founding partner of TPG Capital, L.P. (TPG). TPG is a leading global investment firm with approximately $48 billion of capital under management across a family of funds. TPG generally makes significant investments in operating companies through acquisitions and restructurings across a broad range of industries throughout the United States, Europe and Asia. Mr. Bonderman serves on the boards of the following public companies: CoStar Group, Inc., General Motors Company, and RyanAir Holdings, PLC, of which he is Chairman. In addition, during the last five years, Mr. Bonderman has served on the boards of the following public companies: Burger King Holdings, Inc., Ducati Motor Holding SPA, Gemalto N.V. Gemplus International (predecessor to Gemalto), Korea First Bank, Mobilcom AG and Washington Mutual, Inc. Mr. Bonderman graduated magna cum laude from Harvard Law School in 1966. He is a 1963 graduate of the University of Washington in Seattle. Armor TPG Holdings LLC, an affiliate of TPG, together with the Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, beneficially owns more than 60% of the Company s outstanding Common Shares. Mr. Bonderman possesses knowledge and experience in international operations and, as a founder and partner of TPG Capital, L.P., brings extensive private equity expertise to a Board comprised primarily of directors with public company backgrounds.

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Kevin R. Burns. Age 47 Director since September 2009. Mr. Burns has been a Partner in the Operations Group of TPG since 2003. TPG is a leading global investment firm with approximately $45 billion of capital under management across a family of funds. TPG generally makes significant investments in operating companies through acquisitions and restructurings across a broad range of industries throughout the United States, Europe and Asia. In March 2008, Mr. Burns became the Partner in Charge of TPG s Manufacturing/Industry Sector. Prior to joining TPG, he served as Executive Vice President and Chief Materials Officer of Solectron Corporation from 1998 to 2003. Mr. Burns received a B.S. in Mechanical and Metallurgical Engineering (cum laude) from The University of Connecticut and received an MBA from the Wharton School of Business. Armor TPG Holdings LLC, an affiliate of TPG, together with the Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, beneficially owns more than 60% of the Company s outstanding Common Shares. Mr. Burns, as a partner to an affiliate of TPG Capital, L.P., brings private investment firm experience and manufacturing operations expertise to the Board.

Matthew J. Espe. Age 52 Director since August 2010. Mr. Espe, Chief Executive Officer and President, joined the Company on July 29, 2010. Previously, he was Chairman and Chief Executive Officer of Ricoh Americas Corporation, a subsidiary of Ricoh Company, Ltd., a leading provider of document management solutions and services. Prior to that role, Mr. Espe was Chairman and Chief Executive Officer of IKON Office Solutions, Inc., a $4 billion office equipment distributor and services provider, which was acquired by Ricoh in 2008. Mr. Espe joined IKON in 2002. Prior to joining IKON, he was employed with General Electric for 22 years. Mr. Espe graduated from the University of Idaho and has an MBA from Whittier College. Mr. Espe serves on the Board of Directors of Unisys Corporation.

James J. Gaffney. Age 70 Director since October 2006. Member Nominating and Governance Committee (Chair) and Management Development and Compensation Committee. Former consultant to GS Capital Partners, II, LP, a private investment fund affiliated with Water Street Corporate Recovery Fund I, LP and Goldman, Sachs & Co., and other affiliated investment funds from 1997-2003. From 1995-1997, he served as Chairman of the Board and Chief Executive Officer of General Aquatics, Inc., comprised of companies involved in the manufacturing of swimming pool equipment and pool construction. He was President and Chief Executive Officer of KDI Corporation, a conglomerate with companies involved in swimming pool construction and manufactured products. Mr. Gaffney was appointed to the Board of Directors of C&D Technologies, Inc., a manufacturer of backup power systems, effective December 23, 2010. Mr. Gaffney serves as Chairman of the Board of Directors of Imperial Sugar Company and serves on the Boards of Directors of SCP Pool, Inc., and Beacon Roofing Supply, Inc. Mr. Gaffney is a graduate of St. John s University and holds an MBA from the New York University Stern School of Business. Mr. Gaffney s broad business experience, ranging from investment fund consulting to manufacturing to corporate reorganizations, gives him a unique perspective to share with the Board.

Tao Huang. Age 48 Director since 2010. Member Audit Committee. Mr. Huang was previously the Chief Operating Officer of Morningstar, Inc., a leading independent provider of investment research around the world, with $500 million in revenue, having retired effective December 31, 2010. He was the senior ranking operations executive in the company, reporting to Founder and Chief Executive Officer, Joe Mansueto. Mr. Huang is recognized as one of the industry s leading executives, and was considered to be the right-hand man to the CEO. Mr. Huang spent almost 20 years with Morningstar, taking on increasing levels of responsibility from his start as an entry level technical programmer. He was the Director of Technology in 1992 and was named as the Chief Technology Officer in 1996; he started Morningstar s International Operation in 1998, held the position of President of International Division until 2000; he was promoted as the Company s Chief Operating Officer in October 2000 and served in this position until his retirement. Mr. Huang led Morningstar initiatives enabling significant growth, both organically and through acquisition, and oversaw continuous improvements in the operations of the firm s core businesses. Mr. Huang is a graduate of Hunan University, China. He received an MS from Marquette University and an MBA from the University of Chicago. Mr. Huang s expertise in a data intense and technology driven organization managing growth and integration of acquisitions, as well as his experience in international operations, is a valuable addition to the Board.

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Michael F. Johnston. Age 63 Director since 2010. Mr. Johnston retired from Visteon Corporation, an automotive components supplier, in 2008. At Visteon, he served as Chairman of the Board, Chief Executive Officer, President, and Chief Operating Officer at various times since 2000. Before joining Visteon, Mr. Johnston held various positions in the automotive and building services industry, including serving as President, North America/Asia Pacific for Johnson Controls Automotive Systems Group. Mr. Johnston led significant growth in international and developing markets resulting in annual revenues exceeding $5 billion. Mr. Johnston is a graduate of the University of Massachusetts and received an MBA from Michigan State University. Mr. Johnston is also a director of Whirlpool Corporation and Flowserve Corporation. He is currently Chair of the Corporate Governance and Nominating Committee and Lead Director at Whirlpool and Chair of the Corporate Governance and Nominating Committee at Flowserve. He has 8 years of experience on the Whirlpool Board whose products are marketed to the residential housing market. Mr. Johnston has over 25 years cumulative public company board experience, including the Chairman role. As a result of these and other professional experiences, Mr. Johnston possesses particular knowledge and experience in manufacturing and design, innovation, and engineering that strengthens the Board s collective qualifications, skills, and experience.

Larry S. McWilliams. Age 55 Director since 2010. Member Audit Committee and Management Development and Compensation Committee. In April, 2011, Mr. McWilliams became COO of Keystone Foods, a $7 billion producer of proteins. Previously, Mr. McWilliams has been Senior Vice President, Campbell Soup Company and President, Campbell International from May 2005 to October 2010. He was responsible for all of Campbell s business in Europe, Latin America and Asia Pacific. Mr. McWilliams joined Campbell in March 2001 as Senior Vice President Sales and Chief Customer Officer, overseeing the company s relationships with its global retail partners. In April 2003, he assumed the position of President North America Soup. He was named Senior Vice President and President Campbell USA in March 2004. Prior to Campbell, he held positions at Coca-Cola from 1995 to 2001 and the Pillsbury Company from 1993 to 1995. Mr. McWilliams is a graduate of Texas A&M University. Mr. McWilliams also serves on the Board of Governors of St. Josephs University Food Marketing Council and formerly served on the Grocery Manufacturers Association s Industry Affairs Council. Mr. McWilliams has more than 25 years of experience at consumer products companies. His extensive knowledge of sales, marketing, customer service relationships, international markets and distribution channels is a major asset to the Company.

James J. O Connor. Age 74 Director since February 2007. Chairman since March 2010. Lead Director from February 25, 2009 to March 2010, and Member Nominating & Governance Committee. Mr. O Connor is a Retired Chairman of the Board and Chief Executive Officer of Unicom Corporation. He joined Commonwealth Edison Company in 1963, became President in 1977, a Director in 1978 and Chairman and Chief Executive in 1980. In 1994, he was also named Chairman and Chief Executive Officer of Unicom Corporation, which then became the parent company of Commonwealth Edison Company. He retired in 1998. Mr. O Connor is a graduate of the College of the Holy Cross. Mr. O Connor received an MBA from Harvard and holds a J.D. from Georgetown Law School. Mr. O Connor currently serves on the Boards of Directors of Corning, Inc., Smurfit Stone Container Corporation and United Continental Holdings, Inc. Mr. O Connor was also a director on the board of Trizec Properties, Inc. from November 2003 to June 2006. Mr. O Connor has a broad business background, having served in senior executive positions with large companies and on the boards of companies as diverse as a utility company, an industrial manufacturing company and an airline. As a result of these experiences, he possesses particular knowledge and expertise in leadership, management and in board practices of other major corporations.

John J. Roberts. Age 66 Director since September 2006. Member Audit Committee (Chair) and Member Nominating and Governance Committee. Director of the Company s former holding company, Armstrong Holdings, Inc., from April 2003 to October 2006. Mr. Roberts served as Global Managing Partner for PricewaterhouseCoopers LLP from 1998 until his retirement in June 2002. He held numerous positions at Coopers & Lybrand LLP from 1967 until its merger with Pricewaterhouse LLP in 1998. From 1994 to 1998, Mr. Roberts served as one of three members of the Office of the Chairman of Coopers & Lybrand s United States operations. Prior to that time, Mr. Roberts held other positions at Coopers & Lybrand, including Deputy Vice Chairman, Vice Chairman and Managing Partner. Mr. Roberts is a graduate of Drexel University. He also serves on the Boards of Directors and Audit Committees of Safeguard Scientifics, Inc., the Pennsylvania Real Estate Investment Trust, and Vonage Holdings Corporation. He also serves on the Compensation Committees of Safeguard Scientifics, Inc. and Pennsylvania Real Estate Investment Trust. Mr. Roberts previously served on the board of Sicor, Inc. from 2002 to 2004. Mr. Roberts held a number of executive positions with PricewaterhouseCoopers. During his time with PricewaterhouseCoopers, he performed and supervised the performance of other public accountants in the conduct of audit, tax and business consultative services, developing expertise in public company audits and financial reporting matters. He brings a strong financial background to the Board.

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Richard E. Wenz. Age 61 Director since 2010. Mr. Wenz is a consultant and private investor. From October 2000 to July 2003, Mr. Wenz was an operating affiliate of DB Capital Partners, LLC, the private equity investment group of Deutsche Bank A.G. Mr. Wenz also served as Chief Executive Officer of Jenny Craig International from 2002 to 2003. From 1997 to 2000, Mr. Wenz was President and Chief Operating Officer of Safety 1st, Inc. During 1995 and 1996, Mr. Wenz was the partner in charge of the Chicago office of The Lucas Group, a business strategy consulting firm. Prior to 1995, Mr. Wenz held senior executive positions with Professional Golf Corporation, Electrolux Corporation, The Regina Company and Wilson Sporting Goods Company. Mr. Wenz is a graduate of Northern Illinois University. Mr. Wenz began his career in 1971 with Arthur Young & Co. (predecessor of Ernst & Young LLP) and left the firm as a partner in 1983. Mr. Wenz is a certified public accountant, and he currently serves on the Boards of Directors of Coach America, Inc. (as Chair of the Audit Committee), Summer Infant Company (as Chair of the Audit and Compensation Committees) and Easton-Bell Sports, Inc. (as Chair of the Audit Committee). Mr. Wenz was a Director of The First Years, Inc. from 2004 to 2006, Radica Games, Inc. from 2004 to 2006, Hunter Fan, Inc. from 2002 to 2006, and Strategic Partners, Inc. from 2004 to 2010. Mr. Wenz brings extensive leadership and accomplishments in strategic and operational turnarounds to the Board.

Board Leadership Structure

Our current Board leadership structure is comprised of a Chairman of the Board and ten additional directors, all but one of whom are nonemployee directors. The Company s Bylaws and its Corporate Governance Principles provide the Board with flexibility to determine the appropriate Board leadership structure for the Company. The Bylaws provide that the Board may designate one of its members as Chairman and may also designate a Vice Chairman. The Corporate Governance Principles provide that the position of the Chairman and that of the Chief Executive Officer may be filled by the same person or two different people. For a number of years, the two positions had been held by the same person, and an independent Lead Director had been designated and served as a liaison between the directors and the Company. Upon the February 28, 2010 departure of Michael D. Lockhart, former Chairman and Chief Executive Officer, the Board determined to split the positions of Chairman and Chief Executive Officer. James J. O Connor, who had been independent Lead Director from February 2008 through February 2010, was named Chairman and continues to serve as such. The split allows Matthew J. Espe, the current Chief Executive Officer, to focus on managing the business, while the Chairman has responsibility for the Board s oversight functions, recruiting new Board members, overseeing the evaluation and compensation of the CEO, ensuring an appropriate succession plan and overseeing independent evaluation of risk. However, the Board will continue to evaluate board structure within the context of the specific needs of the business and what is in the best interests of the shareholders.

Our Bylaws provide that the Chairman shall preside at the meetings of the Board and shall be responsible for the orderly conduct by the Board of its oversight of the business and affairs of the Company. The Chairman s role is to guide the Board and ensure it has a clear understanding of its goals and role in governing the Company. The Chairman keeps the Board focused on its governance role, leaving those issues pertaining to day-to-day management of the Company with management.

Responsibilities of the Chairman include establishing Board meeting schedules, shaping the agenda and chairing the meetings of the Board and the shareholders, including leading the discussions. The Chairman ensures information provided by management to the Board is sufficient for the Board to fulfill its duties. The Chairman communicates with other directors on key issues and concerns outside of regularly scheduled meetings. The Chairman must also ensure the effective functioning of the Committees through appropriate delegation to, and membership of, its committees. The Company s three standing committees are comprised solely of nonemployee independent directors. It is up to each committee chair to ensure committee effectiveness. Finally, consistent with the Chairman s overall responsibility for the work of the Board, the Chairman oversees the annual performance evaluations of the Board and its committees.

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Board s Role in Risk Management Oversight

The Company has had an enterprise risk management program in place since 2005. Risk management is an integral part of the Company s business strategy. It is a company-wide effort involving both the Board and management. Management s role is to identify, mitigate, guide and review the efforts of our business units, consider whether the residual risks are acceptable, and approve plans to deal with serious risks. The Board s role in risk management is to oversee the process and improve or guide management s decisions. Specifically, the Board oversees the Company s:

- processes to identify matters that create risk to achieving our business plans;
- processes to assess the likelihood and impact of such risks in order to prioritize them;
- identification of major risks and how we define major ;
- mitigation of major risks, and our view of the resulting residual risk; and
- monitoring of major risks.

Corporate management provides its feedback on business unit risks during periodic business reviews and annual strategic planning discussions. Every quarter, the business units identify key risks as part of the Company s periodic disclosures. That review process includes identifying risks that could prevent achievement of business goals or plans. Additionally, the internal audit group uses the information to determine whether its audit plan needs to be adjusted. In addition to quarterly reviews of business risks in connection with the Company s periodic disclosures, the Board reviews, on an annual basis, detailed reports which assess the strategic, operational, infrastructure and external risks facing the Company to be certain the Company develops and maintains comprehensive risk management policies and procedures to assess, mitigate and monitor risks.

Although the full Board oversees the Company s risk management function and processes, particularly with respect to the overall business, each Board committee, consistent with its charter, assists the Board in fulfilling its responsibility by coordinating the review of certain risks that are particularly within its purview. For example, the Audit Committee considers risks associated with overall financial reporting, legal compliance and disclosure processes. Audit Committee responsibilities include monitoring the integrity of our internal control processes and assessing management s steps to manage and report such risk exposures. The Audit Committee considers risk in quarterly and annual review of financial statements.

In its role of overseeing the Company s compensation and benefit practices, the Management Development and Compensation Committee assessed potential material risks which could result from the design and structure of the Company s compensation programs. Because performance-based incentives play a large role in our executive compensation program, it is important to ensure the incentives do not result in our executive officers taking actions that may conflict with the Company s long-term interests. At the request of the Committee, Frederic W. Cook & Co. (Cook & Company) reviewed our executive compensation design practices and plans and potential risk areas. The Committee assessed the Company s compensation programs using the Cook & Company research and recommended changes to our Long-Term Incentive Program and Management Achievement Plan. The new proposed plans are submitted with this Proxy Statement for shareholder approval as Proposals 2 and 3. The proposed LTIP and Amended MAP, as well as the remainder of the Company s compensation programs, are designed and administered with the appropriate balance of risk and reward and do not encourage executives to take unnecessary or excessive risks. In arriving at this conclusion, the Committee considered the following program attributes:

- The balance between short- and long-term incentives;

- Consideration of an executive s qualitative and quantitative performance in determining compensation payouts, including minimum and maximum performance thresholds, and maximum award payouts;
- Use of varied equity compensation awards that provide a balance of incentives;
- Incentive compensation with a stock component where value is best realized through long-term appreciation of shareholder value;
- Incentive compensation awards that are paid or vest over an extended period;
- A long-term incentive plan that permits the Company to require a participant to forfeit unsettled benefits due to gross misconduct, or for a period of up to two years following a participant s termination, engaging in a business determined to be competitive with the Company or substantially injurious to the Company s business interests; and
- A Company-wide compliance program accessible to every employee, which includes an external, confidential ethics line for reporting compliance-related concerns.

The Nominating and Governance Committee is responsible for establishing the overall philosophy for corporate governance and recommending changes to enhance the Board s performance and development. The Nominating and Governance Committee annually reviews the Code of Business Conduct as well as other Company policies such as Conflicts of Interest and Protection of Company information. In its annual review of management s liaison with the community and governmental agencies, the Committee addresses areas of potential risk related to environmental accountability, social responsibility and the Company s reputation.

Director Independence

The Board of Directors has determined that all the directors of the Company, with the exception of Mr. Espe, are independent in accordance with the rules and regulations of the New York Stock Exchange and within the meaning of the Company s Corporate Governance Principles. The Corporate Governance Principles are available at http://www.armstrong.com/corporate/corporate-governance.html. Article III, Director Independence from Conflicting Interests of those Principles provides:

Board members keep themselves free of conflicts of interest, and avoid situations that give the appearance of conflicts. For purposes of evaluating the independence of directors, the board considers the circumstances of each person. To be considered independent , a director must meet the qualifications established by the Company s principal stock market. The Board may not consider persons in the following circumstances as independent due to the strong potential for conflict:

- A person who has been an officer or employee of the Company within the past five years, with the exception of a director who has formerly served as an interim CEO.
- A person with a material personal or business relationship with Armstrong apart from their directorship.
- An individual who consults with, is retained by, or receives anything of substantial value from Armstrong aside from compensation as a director, other than compensation received in connection with a director having served as an interim CEO.

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A person who has an immediate family member or significant business interest with a material personal or business relationship with the Company.

An executive of another company where the Armstrong Chairman, Chief Executive Officer, or other senior manager serves on the board.

The Corporate Governance Principles further provide that a non-employee director shall offer to submit his or her resignation from the Board if there is a substantial change in the director s business, employment or professional position or title. The Board may accept or reject the resignation after consultation with the Nominating and Governance Committee.

The Company s Amended and Restated Articles of Incorporation (the Articles) and Bylaws define an Independent Director as a director who (a) qualifies as an independent director within the corporate governance listing standards adopted by the New York Stock Exchange and (b) satisfies the minimum requirements of director independence of Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the Exchange Act), regardless of whether such director serves on the Audit Committee. The Company uses this enhanced independence standard in determining what directors are eligible to serve on its three standing committees. See Board Committees - General.

Based on the recommendation of the Nominating and Governance Committee and review of applicable standards, the Board determined that directors Askren, Gaffney, Huang, McWilliams, O Connor and Roberts are independent under Armstrong s Articles and Bylaws, as such directors meet the independence criteria under both NYSE rules and Rule 10A-3(b)(1) under the Exchange Act. The Committee and Board determined that directors Bonderman, Espe, Burns, Johnston and Wenz do not qualify as Independent Directors as such term is defined in the Articles and Bylaws, because such directors do not meet the enhanced independence criteria of Rule 10A-3(b)(1) under the Exchange Act.

The Nominating and Governance Committee annually reviews the independence of all directors and reports its findings to the full Board. Applying applicable legal and regulatory standards and Armstrong s Corporate Governance Principles, the Committee reviews and considers relationships between Armstrong, its affiliates and subsidiaries, on the one hand, and each director, entities affiliated with him or her, and/or any member of his or her immediate family, on the other hand.

The directors serve in various other capacities with a number of other organizations. All material commercial, personal and charitable relationships of a director with outside organizations are required to be candidly disclosed to the full Board. It is the Board s intent that Armstrong engage in no material commercial relationship with those organizations and not direct charitable donations to them beyond what the Company would do on behalf of employees or as part of normal business practices. For this purpose, payments and donations by the non-profit Armstrong Foundation that is supported by the Company are also considered. In evaluating the independence of directors, the Board also considers the type and extent of any commercial relationships and transactions with entities with which directors are affiliated.

Compensation of Directors

Armstrong does not separately compensate directors who are employees for services as a director. Therefore, the Company did not provide either Mr. Lockhart, who was a director for a portion of 2010, or Mr. Espe, separate compensation for their services as a director. In 2010, the Company paid directors who are not employees an annual retainer of approximately $155,000, comprised of $70,000 cash plus an award of restricted stock units valued at approximately $85,000 (55% of the total annual retainer, rounded up) in accordance with the 2008 Directors Stock Unit Plan (2008 Plan) approved by the shareholders at the June 23, 2008 annual meeting. The stock units (Units) vest on the one-year anniversary of the award or, if earlier, the date of a change in control event, contingent upon the director s continued service through such date. The directors receive one Common Share for each vested Unit six months following the director s separation from service or, if earlier, upon the occurrence of certain change in control events. All Units, whether or not vested, are forfeited if the director is removed for cause, and unvested Units are subject to forfeiture if the director terminates service for any reason prior to vesting.

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In accordance with the Company s Corporate Governance Principles, each director must acquire and then hold until six months following the end of his or her service, phantom units and/or Common Shares equal in value to three times the annual director s retainer at the time they join the Board. Directors endeavor to reach that level of ownership within five years of joining the Board. With the exception of Directors Espe, Huang, Johnston, McWilliams and Wentz, who were each elected to the Board in 2010, all of the current directors have already achieved this ownership requirement. As provided in the Company s Corporate Governance Principles, such stock ownership requirement is not applicable to Messrs. Bonderman and Burns who, while not holding shares individually, nevertheless are deemed to have an equity interest by virtue of their positions with Armor TPG Holdings LLC who, together with Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, holds more than 60% of the Company s outstanding Common Shares.

Under the terms of the 2008 Plan, each nonemployee director received an annual grant of 2,229 Units on October 27, 2009, covering the period from October 2009 through September 2010. Ms. Whyte and Messrs. Huang, Johnston, McWilliams and Wenz also each received an initial grant of 6,000 Units under such Plan.

The Lead Director receives an additional annual retainer of $20,000. James J. O Connor had served as Lead Director from February 2008 to March 2010. Effective March 1, 2010, James J. O Connor ceased to be Lead Director and began to serve as Chairman, a position which he currently holds. There is currently no Lead Director. The Chairman receives an additional annual retainer of $160,000, split evenly between a cash retainer of approximately $80,000 and equity of approximately $80,000. Mr. O Connor s Lead Director compensation and Chairman compensation for 2010 was prorated to reflect his months of service in those positions. The Audit Committee Chair receives an additional annual retainer of $20,000, the Management Development and Compensation Committee Chair receives an annual retainer of $20,000 and the Nominating and Governance Committee Chair receives an additional annual retainer of $10,000. Directors who are not employees are paid $2,500 per day ($1,250 for a partial day), plus reasonable expenses for special assignments in connection with Board activities. There were no per diem payments made in 2010. The CEO Transition Committee members, James J. O Connor and James C. Melville, were each paid a lump sum of $20,000

Director compensation is determined after reference to competitive market practice, both in setting the overall value of compensation and the mix of cash and equity. Compensation is evaluated against that of similarly-sized companies in comparable industries and is provided through a combination of annual retainers and equity grants in the form of stock units. This level of compensation supports the Company s ability to attract directors with suitable backgrounds and experiences.

Cash payments are made quarterly in arrears. The annual award of restricted stock units was made in one installment in October 2010. Cash payments and stock unit grants for new directors are pro-rated for the service period. At the request of Mr. Bonderman and Mr. Burns, and as approved by the Board, neither receives compensation for services as director.

Directors do not receive payment for attending meetings. When spouses of directors are invited to attend functions of the Board, the Company pays for their travel-related expenses. The payment of a director s spousal expenses is considered imputed income to the director, and the Company makes a gross-up payment to each such director to cover the tax liability for the imputed income associated with such spousal expenses.

Other benefits for nonemployee directors include: annual physical exam expenses reimbursed up to $2,000; travel accident insurance; participation in the Armstrong Foundation (a non-profit organization independent of the Company) Higher Education Gift-Matching Program; and the Company s Employee Purchase Program.

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Armstrong has entered into indemnity agreements with each member of its Board of Directors. The agreements provide for indemnification against liabilities relating to their services as directors and advancement of expenses under certain circumstances to the fullest extent permitted by law. Specific terms and conditions are set forth in the individual indemnity agreements, which are included as exhibits to the Company s 2007 Annual Report on Form 10-K and Current Reports on Form 8-K dated October 2, 2006 and September 30, 2009.

2010 Director Compensation Table

Name	Fees Earned or Paid in Cash ($)[1]	Stock Awards ($)[2]	All Other Compensation ($)	Total ($)
Stan A. Askren	80,000	63,961		143,961
David Bonderman[3]	0	0		0
Jon A. Boscia[4]	35,000	69,857		104,857
Kevin R. Burns[3]	0	0		0
James J. Gaffney	80,000 [6]	63,961		143,961
Judith R. Haberkorn[4]	40,000 [8]	69,857		109,857
Tao Huang[5][7]	35,000	261,414		296,414
Michael F. Johnston[5][7]	35,000	261,414		296,414
Larry S. McWilliams[5][7]	35,000	261,414		296,414
James C. Melville[4]	55,000 [11]	132,537	17,500	205,037
James J. O Connor	160,000 [9][11]	159,860		319,860
John J. Roberts	90,000 [10]	63,961		153,961
Edward E. Steiner[4]	35,000	69,857		104,857
Richard E. Wenz[5][7]	35,000	261,414		296,414
Bettina Whyte[5][7]	35,000	261,414		296,414

(1) Includes an annual cash retainer payment of $70,000 and retainers for committee chairs, Board Chair and Lead Director.

(2) This column represents the dollar amount recognized with respect to the stock units granted in 2010. Armstrong paid a special dividend of $13.74 per share on December 10, 2010. The special dividend was paid to directors holding stock units under the 2006 Plan and the 2008 Plan. The amounts set forth in this column do not include the impact of the special dividend.

(3) At the request of Messrs. Bonderman and Burns, and upon approval of the Board, neither Mr. Bonderman nor Mr. Burns receive compensation for service as a director.

(4) Ms. Haberkorn and Messrs. Boscia, Melville and Steiner did not stand for re-election for the Board effective July 1, 2010. Cash payments are prorated for the service provided.

(5) Ms. Whyte and Messrs. Huang, Johnston, McWilliams and Wenz joined the Board on July 3, 2010. Cash payments are pro-rated for the service period.

(6) Includes an annual payment of $10,000 as a special retainer for Mr. Gaffney as Chair of the Nominating and Governance Committee.

(7) Ms. Whyte and Messrs. Huang, Johnston, McWilliams and Wenz each received an initial grant of 6,000 units pursuant to the 2008 Directors Stock Unit Plan.

(8) Includes an annual payment of $5,000 as a special retainer (prorated) for Ms. Haberkorn as Chair of the Management Development and Compensation Committee.

(9) Includes $3,333.33 as a special retainer for Mr. O Connor serving as Lead Director during a portion of 2010, as well as $66,666.67 as a special retainer for Mr. O Connor serving as Board Chair for a portion of 2010.

(10) Includes an annual payment of $20,000 as a special retainer for Mr. Roberts as Chair of the Audit Committee.

(11) Messrs. O Connor and Melville received $20,000 each as compensation for service on a special committee convened by the Board in connection with the new CEO transition.

(12) The amounts shown in the All Other Compensation column includes fees that are paid to Mr. Melville as a consultant to the Board of Directors.

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Armstrong Corporate Governance Website Materials and Printed Copies Available

Information about Armstrong s corporate governance is available on the Company s Armstrong.com website under Company Information and then Corporate Governance. See http://www.armstrong.com/corporate/ corporate-governance.html. Posted on that website are the current charters of the Audit, Management Development and Compensation, and Nominating and Governance Committees of the Board of Directors, plus the Armstrong Corporate Governance Principles, the Armstrong Code of Business Conduct and the Armstrong Code of Ethics for Financial Professionals. The Board s process for Evaluation of Director Candidates, a description of Director Responsibilities and Qualifications and a Position Description for an Armstrong Director are also posted, along with instructions for shareholders who wish to recommend candidates for consideration as directors. See http://www.armstrong.com/corporate/nominating-governance-committee.html. In addition, any or all of these documents, as well as copies of our Bylaws and Articles of Incorporation, are available in print free of charge upon written request to: Investor Relations, Armstrong World Industries, Inc., P. O. Box 3001, Lancaster, PA 17604-3001.

Shareholder Communications

Shareholders and other interested parties may communicate with the Board of Directors, nonemployee directors as a group, or individual directors, including the Chairman, James J. O Connor. Written communications should be directed to the attention of the Corporate Secretary at the Company s office address on the cover of this Proxy Statement. Materials from shareholders that are addressed to the Board, nonemployee directors or individual directors, including the Chairman, which identify the sender and are sent in care of the Corporate Secretary, will be forwarded to the intended recipient or recipients by the Corporate Secretary.

Messages to directors can also be sent by email to directors@armstrong.com. Messages to the Nominating and Governance Committee, including recommendations of prospective directors, can be emailed to CorpGovernance@armstrong.com. Messages to these email addresses are collected by the Director of Compliance, the Corporate Secretary or their staff and are forwarded to the appropriate directors.

Board Committees

General. The Board of Directors has three standing committees: an Audit Committee, a Management Development and Compensation Committee, and a Nominating and Governance Committee. Each committee has a charter and consists solely of independent directors who meet applicable independence standards required by the New York Stock Exchange, the Securities and Exchange Commission, and the Internal Revenue Service and under the Company s Articles and Bylaws. Each committee reports to the Board regularly and evaluates the effectiveness of its performance annually. The membership of each Committee is determined by the Board of Directors on the recommendation of the Nominating and Governance Committee.

The Company s Corporate Governance Principles provide that (i) directors who are currently fully employed should not serve on more than two other corporate boards and (ii) other directors should not serve on more than four other corporate boards. John J. Roberts currently serves on the audit committees of three public companies other than Armstrong, which was approved by the Company.

A special committee, the Search Committee, was formed by the Board in February 2010 to oversee and conduct a search process for identifying an interim Chief Executive Officer and a permanent Chief Executive Officer, following the departure of Michael D. Lockhart, our former Chairman and Chief Executive Officer. The Search Committee completed its work in 2010 with the hiring of Matthew J. Espe as Chief Executive Officer.

A special committee, the Special Advisory Committee, was formed by the Board in May 2010 to advise the Chairman on the development of the Company s business strategy and report thereon to the Board during the Board s search for a chief executive officer. The Special Advisory Committee met once in 2010.

A special committee, the CEO Advisory Committee, was formed by the Board in September 2010 to advise the CEO in aligning management s and the Board s understanding of the Company s direction and progress regarding key strategic and operational initiatives. The CEO Advisory Committee met five times in 2010.

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A special committee, the Special Dividend Committee, was formed by the Board in October 2010 for the purposes of assessing the advisability of the payment by the Company to its shareholders of a special dividend, including the timing and amount of a special dividend, and making a recommendation to the Board with respect to such special dividend. The members of the special committee excluded directors appointed by the Trust or TPG. The Special Dividend Committee met four times in 2010.

A special committee, the Refinancing Committee, was formed by the Board in August 2010 for the purposes of reviewing the pricing and other specific terms of the Company s A&R Credit Agreement and, if necessary, to negotiate new terms for the Company s A&R Credit Agreement. The Refinancing Committee met three times in 2010.

Pursuant to the Shareholders Agreement, Armor TPG and the Trust agreed to cooperate to propose and recommend to the Board to permit the Trust and Armor TPG to each have an observer (Observers) to attend all meetings of the Board, such Observers having the right to join in discussion but not the right to vote. The Board and Committees hold executive sessions both with and without Observers. All Armor TPG Observers are subject to a Confidentiality Agreement between the Company and TPG dated November 4, 2009. All Trust Observers are subject to a Confidentiality Agreement between the Company and the Trustees effective as of September 7, 2006.

The Board met thirteen times during the fiscal year ended December 31, 2010. The Management Development and Compensation Committee met twelve times. The Audit Committee and the Nominating and Governance Committee each met eight times during the year. Certain meetings were jointly held, and each committee met from time to time in executive sessions without other directors or any Observers present.

All current directors, with the exception of Mr. Bonderman, participated in at least 75% of all meetings of the Board of Directors and meetings of the Committees on which they served. Board members are expected to attend annual meetings. All but two of the then-current directors attended the 2010 Annual Meeting of Shareholders.

Audit Committee and Audit Committee Expert. The members of the Audit Committee in 2010 were John J. Roberts (Chair and Audit Committee Financial Expert), Bettina M. Whyte and Tao Huang. Ms. Whyte resigned effective March 1, 2011 and was replaced by Larry S. McWilliams. In addition to the Committee members, designees from Armor TPG and the Trust, may observe the meetings.

The Audit Committee oversees auditing and accounting matters, including the selection, supervision and compensation of the Company s independent auditors, the scope of the annual audits, non-audit services performed by the auditor, and the Company s accounting practices and internal accounting controls. The Committee assists the Board of Directors in monitoring the integrity of the Company s financial statements, the independent auditors qualifications, independence and performance, the effectiveness of the Company s internal audit and legal compliance functions and compliance by the Company with legal and regulatory requirements.

Each member of the Audit Committee meets the financial literacy requirements of the New York Stock Exchange (NYSE) and Securities and Exchange Commission (SEC) rules. The Board of Directors determined that at least one member of this Committee, John J. Roberts, qualifies as an Audit Committee Financial Expert as defined in the Exchange Act. Additionally, as noted above, all members of the Audit Committee are independent under the listing standards of the NYSE and within the meaning of the applicable SEC rule pertaining to Audit Committees (Rule 10A-3 under the Exchange Act). The Audit Committee regularly meets independently with the Company s internal and independent auditors, with the leaders of the Company s legal compliance function, and with management.

Management Development And Compensation Committee. The members of the Management Development and Compensation Committee are Stan A. Askren (Chair), James J. Gaffney and Larry S. McWilliams. In addition to the Committee members, James C. Melville and Kevin R. Burns, or their appointed designees, observe meetings as representatives from the Trust, and Armor TPG, respectively.

The Committee oversees the Company s compensation and benefit programs and employment practices. It establishes the overall philosophy and policies governing these programs, including those pertaining to management salaries and incentive compensation. The Committee has authority to make grants of share-based awards to executive officers and senior management. As needed, the Committee appoints and monitors outside advisors on compensation and benefit matters. The Committee retains Cook & Company to assist in evaluating the Company s compensation and benefit programs. The consultant has been working with the Committee since 2007. Additional information on Cook & Company s work for 2010 is included in the Compensation Discussion and Analysis.

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The Management Development and Compensation Committee reviews and approves corporate goals and individual objectives relevant to the compensation of the Chief Executive Officer and, jointly with the Nominating and Governance Committee, evaluates the CEO s performance relative to those goals and objectives, recommends CEO compensation to the independent directors based on the evaluation, oversees the evaluation of the other executive officers and establishes their compensation levels in collaboration with the CEO, recommends the adoption, amendment, or termination of executive compensation and benefit plans, policies, and practices to the Board and monitors senior management succession planning.

The Committee delegates establishment of certain compensation arrangements and administration of the Committee s responsibilities to the Senior Vice President, Human Resources and Chief Compliance Officer, and certain persons reporting to that individual. Executive officers work with the Committee to propose compensation elements to achieve Company goals and reward performance. Specifically, executive officers provide information about existing compensation plans and arrangements and define components of the Company s business plan that are critical to execution of the plan.

A report from the Committee on the Compensation Discussion and Analysis is included in this Proxy Statement.

Nominating and Governance Committee. The members of the Nominating and Governance Committee are James J. Gaffney (Chair), James J. O Connor and John J. Roberts. In addition to the Committee members, James C. Melville and Kevin R. Burns, or their appointed designees, observe meetings as representatives from the Trust and Armor TPG, respectively.

The Committee monitors the independence of nonemployee directors and is responsible for developing and recommending corporate governance guidelines and principles. The Committee is also responsible for identifying qualified Board candidates and recommending directors for appointment to Board committees. The Company has from time to time retained the services of a third-party executive search firm to assist in identifying and evaluating Board candidates.

The Committee also coordinates an annual evaluation of the performance of the Board and each committee and, in conjunction with the Management Development and Compensation Committee, reviews and evaluates the performance of the CEO.

Nomination of Director Candidates. The Committee will consider director candidates nominated by shareholders. The procedures for recommending candidates are posted at www.armstrong.com/corporatena/article9748.html under About Armstrong and Corporate Governance. Shareholders who wish to suggest individuals for service on the Board of Directors are requested to review the following documents posted on this site: Process for Evaluation of Director Candidates, Director Responsibilities and Qualifications, and Position Description for an Armstrong Director. They should then write to the Corporate Secretary at the address set forth on the cover of this Proxy Statement and supply the following information:

- the full name, address, education and professional experience of the proposed nominee and a statement explaining why this person would be a good director;
- the consent of the proposed nominee to be considered and to serve, if elected;
- the proposed nominee s own self-assessment of qualifications and independence under SEC and NYSE rules and Articles II and III of Armstrong s Corporate Governance Principles; and
- the number of Armstrong Common Shares held by both the proposed nominee, and by the person(s) supporting the proposed nominee.

Qualifications of Director Candidates. Candidates will be considered who can complement the background and experience of current directors. The objective is to assemble a matrix of individuals who possess, in the aggregate, all the skills and background needed on the Board, giving due consideration to the nature of its operations and the qualifications and experience of its management. Alignment with corporate business and strategy is critical to creating a board that adds value for the shareholders and management team.

Typically, two aspects of each potential director s qualifications are considered:

- individual director qualities the personal characteristics that each director should have (such as integrity, independence, diligence, business acumen, collegiality) for the Board to perform effectively as a team; and
- specific background skills, experience and competencies the talents and insights (preferably aligned with corporate business and strategy) that should be present when the entire Board meets, with each individual director contributing in one or more areas.

While Armstrong does not have a formal diversity policy with respect to director nominations, it believes a board comprised of individuals with diverse attributes and backgrounds enhances the quality of the board s deliberations and decisions. We have an expansive view of diversity, going beyond the traditional concepts of race, gender and national origin. We believe the diversity of viewpoints, educational backgrounds, and differences of professional experiences and expertise represented on our Board evidences diversity in many respects. This diversity, coupled with the personal and professional ethics, integrity and values of all of our directors, results in a Board invaluable to the Company through its ability to guide the Company with thoughtful and sound business judgment.

The Nominating and Governance Committee considers nominees proposed by shareholders, including the Company s majority shareholder, and takes into consideration the number of shares owned by the nominating shareholder as well as each nominee s responses to the Company s Prospective Director Questionnaire, the presence or absence of any conflicts of interest, and background information. There have been no changes to the procedure by which shareholders may recommend nominees to the Board of Directors within the past year.

MANAGEMENT

The following information regarding our currently serving Named Executive Officers is provided as of March 31, 2011. Each executive officer serves a one-year term until reelected or until his earlier death, resignation, retirement or removal.

Matthew J. Espe. Age 52 President and CEO since July 2010. Previously, Chairman and Chief Executive Officer of Ricoh Company, Ltd., successor to IKON Office Solutions, Inc. where Mr. Espe also served as Chairman and Chief Executive Officer, which was acquired by Ricoh in 2008. Before joining IKON in 2002, Mr. Espe worked for GE Lighting for 22 years, with his final position being that of President and Chief Executive Officer.

Thomas B. Mangas. Age 44 Senior Vice President and Chief Financial Officer since February 2010. Previously, Vice President and Chief Financial Officer of Beauty & Grooming Business of the Procter & Gamble Company (P&G). He previously served as General Manager and Chief Financial Officer of the Fabric Care Global Business Unit of P&G from 2005 2008 and Director and Chief Financial Officer of P&G Tüketim Mallari A.S. from 2003 2005.

Frank J. Ready. Age 50 Executive Vice President and Chief Executive Officer, Armstrong Floor Products since January 2010. Executive Vice President and Chief Executive Officer North American Flooring Products from April 2008 January 2010; President and Chief Executive Officer, North American Flooring Operations, June 2004 April 2008; Senior Vice President, Sales and Marketing, July 2003 June 2004; Senior Vice President, Operations, December 2002 July 2003; Senior Vice President, Marketing, June 2000 December 2002.

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Jeffrey D. Nickel. Age 48 Senior Vice President, Secretary and General Counsel since August 2008. Previously, Senior Vice President and General Counsel since July 2008; previously Deputy General Counsel Business and Commercial Law, September 2001 July 2008. Prior to that he worked for Dow Corning Corporation (specialty chemical company), December 1992 September 2001, his last title being senior attorney. Mr. Nickel stepped down from his position with the Company as Senior Vice President, General Counsel and Secretary on April 1, 2011, but remains employed through June 30, 2011 to aid with the transition of his duties.

Stephen F. McNamara. Age 45 Vice President and Controller since July 2008. Previously, Director, Internal Audit, November 2005 July 2008; Assistant Controller, October 2001 November 2005; Manager of External Reporting, May 1999 October 2001. Prior to that he was Assistant Controller with Hunt Corporation (a former international art and office supply company).

CODES OF ETHICS

Armstrong has followed a code of ethics and business conduct for many years. Thomas Armstrong founded the Company as a small cork-cutting shop in 1860 in Pittsburgh. He was determined that his Company act with fairness and in the balanced best interests (of) customers, shareholders, employees, suppliers, community neighbors, government and the general public.

Thomas Armstrong was among the first American entrepreneurs to discard the old business maxim of *caveat emptor* - Let the buyer beware - and replace it by practicing the principle of Let the buyer have faith, which became an enduring motto for Armstrong.

To memorialize this ethical foundation, in 1960 Armstrong adopted its Operating Principles, which incorporate the philosophy of Thomas Armstrong and his successors:

- to respect the dignity and inherent rights of the individual human being in all dealings with people;
- to maintain high moral and ethical standards to reflect honesty, integrity, reliability and forthrightness in all relationships;
- to reflect the tenets of good taste and common courtesy in all attitudes, words and deeds; and
- to serve fairly and in proper balance the interests of all groups associated with the business customers, stockholders, employees, suppliers, community neighbors, government and the general public.

In 1992, Armstrong built on these Operating Principles and established its Code of Business Conduct, which applies to all employees, executives and directors, specifically including our Chief Executive Officer, our Chief Financial Officer and our Controller.

In 2002, Armstrong adopted an additional Code of Ethics for Financial Professionals, which applies to all professionals in Armstrong s finance and controller functions worldwide, including our Chief Financial Officer and our Controller.

These Codes are intended to deter wrongdoing and to promote:

- honest and ethical conduct, including handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable public disclosures;
- compliance with applicable governmental laws, rules and regulations;

the prompt internal reporting of violations of the Codes; and

accountability for compliance with the Codes.

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These two Codes are available at http://www.armstrong.com/corporate/corporate-governance.html and in print free of charge. If the substance of either Code is amended, we will note the date and describe the nature of the amendment on that website. Any waiver of the Company s Code of Business Conduct, particularly its conflicts-of-interest provisions, which may be proposed to apply to any director or executive officer also must be reviewed in advance by the Nominating and Governance Committee, which would be responsible for making a recommendation to the Board of Directors for approval or disapproval. The Board s decision on any such matter would be disclosed publicly in compliance with applicable legal standards and the rules of the New York Stock Exchange. There were no waivers or exemptions from the Code of Business Conduct in 2010.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Any related party transaction that may arise is required to be reviewed and approved by the Nominating and Governance Committee, a Board committee comprised of independent directors, who must have no connection with the transaction. Related party transactions would include transactions by the Company or any subsidiary with any director, director nominee, executive officer, greater than 5% shareholder, or immediate family member of any of the foregoing, and transactions with businesses affiliated with any director or director nominee that meet the specifications in Item 404 of Regulation S-K under the Securities Exchange Act. The Chair of the Nominating and Governance Committee has authority to approve transactions involving sums less than the disclosure threshold set in Item 404. The material details of any such matters are required to be disclosed to the Committee at its next regular meeting.

Mr. Bonderman is a stockholder, director and officer of various TPG entities that ultimately control Armor TPG. Mr. Burns is a partner in an affiliate of TPG Capital, L.P., an affiliate of Armor TPG. Armor TPG is a direct shareholder of the Company. The Trust and Armor TPG together beneficially own more than 60% of the Company s outstanding Common Shares.

The Trust and Armor TPG entered into a Shareholders Agreement as described under Proposal 1 - Election of Directors. The current Trust selected directors are Michael F. Johnston and Richard E. Wenz, and the current Armor TPG selected directors are David Bonderman and Kevin R. Burns.

In the Shareholders Agreement, the Trust acknowledges that it would be beneficial to the Company for Armor TPG to make available to the Company certain of its operations and field operations professionals (TPG Consultants) to assist the Company management and/or the Board in connection with the evaluation or improvement of the Company s operations. The Shareholders Agreement provides that subject to Board authorization, Armor TPG may make TPG Consultants available for the aforementioned purpose, with Armor TPG to be reimbursed for the actual time and expenses of work performed by such TPG Consultants. Following Board approval, the Company incurred approximately $3.1 million in consulting fees in 2010 related to services provided by TPG Consultants to roll out a plan for incremental productivity across all the Company s manufacturing sites and supply chain and to develop and implement the Armstrong Operating System globally.

While each of Messrs. Huang, Johnston, McWilliams and Wenz were nominated by the Trust, only Mr. Johnston and Mr. Wenz have been named as Trust designees pursuant to the Shareholders Agreement.

Except as discussed above and in Director Independence, and except for compensation and related arrangements discussed in this Proxy Statement, there were no other relationships or transactions of $120,000 or more in which any director, executive officer, greater than 5% shareholder or any immediate family member of any of the foregoing has a direct or indirect material interest known to the Company during 2010, nor are there any currently proposed, which require disclosure under SEC regulations.

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SECURITY OWNERSHIP OF DIRECTORS, NOMINEES, MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth, as of March 31, 2011, each person or entity known to Armstrong that may be deemed to have beneficial ownership of more than 5% of the Company s outstanding Common Shares. Beneficial ownership is determined in accordance with applicable rules of the Securities and Exchange Commission. This information is based on Schedule 13D and 13G information filed with the SEC.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class Outstanding
Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust[(1)] c/o Kevin E. Irwin Keating Muething & Klekamp PLL One East Fourth Street, Suite 1400 Cincinnati, OH 45202	36,983,372	64.4%
TPG Capital, L.P. [(2)] c/o Clive D. Bode 301 Commerce Street, Suite 3300 Fort Worth, TX 76102	36,983,372[(3)]	64.4%
Fidelity Management and Research Company[(4)] c/o Scott C. Goebel 82 Devonshire Street Boston, MA 02109	7,686,784	13.285%

(1) This information is based on a Schedule 13D filed on August 11, 2009, by Edward E. Steiner, Anne M. Ferazzi, Harry Huge and Richard Neville on behalf of the Trust. Pursuant to a Purchase and Sale Agreement, dated as of August 10, 2009, among the Trust, TPG Partners V, L.P. (TPG Partners V) and TPG Partners VI, L.P. (TPG Partners VI and with TPG Partners V, the TPG Funds), the Trust sold 7,000,000 shares of Common Shares to Armor TPG. Armor TPG acquired an additional 1,892 shares on October 2, 2009 through a tender offer. As a result of the Shareholders Agreement between the Trust and Armor TPG, the Trust and TPG will be deemed members of a group and to beneficially own the other member s Common Shares. The Trust may be deemed to have sole dispositive power over 29,981,480 shares and shared dispositive power over 36,983,372 shares.

(2) This information is based on a Schedule 13D Amendment No. 2 filed on April 1, 2010, by Clive D. Bode on behalf of TPG Advisors V, Inc., TPG Advisors VI, Inc., David Bonderman and James G. Coulter, to supplement and amend Item 3 of the original Schedule 13D to note the Tender Offer was commenced on September 3, 2009, completed October 2, 2009, and Armor acquired 1,892 Common Shares. Item 4 of the original Schedule 13D was also amended by adding language disclosing that Armor intends to acquire additional Common Shares. The acquisition is subject to the provisions of the Shareholders Agreement, the Non- Disclosure Agreement (NDA) and applicable legal restrictions, including the restriction under the NDA that through May 25, 2010 Armor s additional purchases cannot in the aggregate exceed 4,434,043 Common Shares. Armor may acquire additional Common Shares through open market purchases and/or privately.
Item 4 was further amended by noting initial TPG Directors and Trust Directors. Item 5 of the Original Schedule 13D was amended to note 57,446,003 Common Shares outstanding as of February 18, 2010, an acquisition of 1,892 shares under the Tender Offer and with respect to identification of the TPG partners.

(3) Includes an additional 1,892 Common Shares acquired October 2, 2009 through a tender offer. The tender offer was made to fulfill obligations that arose under the Company s Amended and Restated Articles of Incorporation as a result of Armor TPG s purchase of Common Shares from the Trust pursuant to the Purchase and Sale Agreement dated as of August 10, 2009.

(4) This information is based on a Schedule 13G Amendment No. 1 filed on February 11, 2011, by Scott C. Goebel on behalf of FMR LLC, Edward C. Johnson 3d and Fidelity Management and Research Company. Fidelity Management & Research Company, a wholly-owned subsidiary of FMR, LLC and an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, is the beneficial owner as a result of acting as investment advisor to various investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity and the funds, each has sole power to dispose of the 7,686784 shares owned by the funds.

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The following table shows the amount of Common Shares beneficially owned by all directors and director nominees, the Company s currently serving named executive officers as identified in the Summary Compensation Table (Named Executive Officers) and all directors and executive officers as a group. The Named Executive Officers for 2010 were Matthew J. Espe, Thomas B. Mangas, Frank J. Ready, Jeffrey D. Nickel, Stephen F. McNamara, William C. Rodruan and Michael D. Lockhart (Named Executive Officers). Mr. Lockhart resigned effective February 28, 2010. The ownership rights in these Common Shares consist of sole voting and investment power, except where otherwise indicated.

David Bonderman may be deemed to be the beneficial holder of 36,983,372 Company Common Shares, or approximately 64% of the outstanding Common Shares. Other than Mr. Bonderman, no individual listed below beneficially owns 1% or more of the outstanding Common Shares. This information is provided as of March 31, 2011.

Name	Common Stock	Common Stock Restricted[1]	Stock Options Exercisable within 60 Days	Total Beneficial Ownership
Stan A. Askren	0	14,724	0	14,724
David Bonderman	36,983,372[2]	0	0	36,983,372
Kevin R. Burns	0	0	0	0
Matthew J. Espe	0	98,198	0	98,198
James J. Gaffney	0	8,724	0	8,724[3]
Tao Huang	0	8,042	0	8,042
Michael F. Johnston	0	8,042	0	8,042
Thomas B. Mangas	0	20,000	27,425	47,425
Stephen F. McNamara	5,010	0	24,975	29,985
Larry S. McWilliams	0	8,042	0	8,042
Jeffrey D. Nickel	12,814	0	6,427	19,241
James J. O Connor	0	20,539	0	20,539
Frank J. Ready	30,468	12,500	217,259	260,227
John J. Roberts	0	8,724	0	8,724[3]
William C. Rodruan	17,186	0	44,398	61,584
Richard E. Wenz				