

McNamara Stephen F
 Form 4
 April 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McNamara Stephen F

2. Issuer Name and Ticker or Trading Symbol
 ARMSTRONG WORLD INDUSTRIES INC [AWI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Controller

C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVENUE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

LANCASTER, PA 17603
 (City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: McNamara Stephen F - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾		3,422		10/02/2008	10/02/2016	Common Stock	3,422
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾		3,991		10/02/2008	10/02/2016	Common Stock	3,991
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾		3,423		08/28/2009	08/28/2014	Common Stock	3,423
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾		3,991		08/28/2009	08/28/2014	Common Stock	3,991
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾		3,423		08/28/2009	08/28/2014	Common Stock	3,423
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾		3,992		08/28/2009	08/28/2014	Common Stock	3,992
Stock Options	\$ 10.34	04/10/2012		D ⁽¹⁾		12,761		08/28/2009	08/28/2014	Common Stock	12,761
Stock Options	\$ 8.87	04/10/2012		A ⁽¹⁾		14,881		08/28/2009	08/28/2014	Common Stock	14,881
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		1,946		04/01/2011	04/01/2020	Common Stock	1,946
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾		2,270		04/01/2011	04/01/2020	Common Stock	2,270
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		1,947		04/01/2012	04/01/2020	Common Stock	1,947
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾		2,270		04/01/2012	04/01/2020	Common Stock	2,270
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		1,947		04/01/2013	04/01/2020	Common Stock	1,947
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾		2,270		04/01/2013	04/01/2020	Common Stock	2,270
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		2,213		03/02/2012	03/02/2021	Common Stock	2,213
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾		2,580		03/02/2012	03/02/2021	Common Stock	2,580
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		2,213		03/02/2013	03/02/2021	Common Stock	2,213

Edgar Filing: McNamara Stephen F - Form 4

Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	2,581	03/02/2013	03/02/2021	Common Stock	2,5
Stock Options	\$ 41.47	04/10/2012	D ⁽¹⁾	2,213	03/02/2014	03/02/2021	Common Stock	2,2
Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	2,581	03/02/2014	03/02/2021	Common Stock	2,5
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	2,038	02/28/2013	02/28/2022	Common Stock	2,0
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	2,377	02/28/2013	02/28/2022	Common Stock	2,3
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	2,038	02/28/2014	02/28/2022	Common Stock	2,0
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	2,377	02/28/2014	02/28/2022	Common Stock	2,3
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	2,039	02/28/2015	02/28/2022	Common Stock	2,0
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	2,377	02/28/2015	02/28/2022	Common Stock	2,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNamara Stephen F C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603			Vice President and Controller	

Signatures

/s/Christopher S. Parisi, 04/12/2012
Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reported transactions relate to an adjustment of outstanding stock options and exercise prices in connection with the Registrant's
- (1) payment of a special cash dividend to shareholders on April 10, 2012, resulting in the deemed cancellation of the original options and the grant of replacement options. An adjustment is required under the terms of the underlying equity incentive plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.