

ARMSTRONG WORLD INDUSTRIES INC  
Form 8-K  
November 02, 2009

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 27, 2009**

**ARMSTRONG WORLD INDUSTRIES, INC.**  
(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other Jurisdiction of Incorporation)	<b>1-2116</b> (Commission File Number)	<b>23-0366390</b> (IRS Employer Identification No.)
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<b>P.O. Box 3001, Lancaster, Pennsylvania</b> (Address of Principal Executive Offices)	<b>17604</b> (Zip Code)
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Registrant's telephone number, including area code: **(717) 397-0611**

**NA**  
(Former name or former address if changed since last report.)  
Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 1 – Registrant’s Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement**

On October 27, 2009, Armstrong World Industries, Inc. entered into an Indemnification Agreement with each of Mr. David Bonderman and Mr. Kevin Burns providing for indemnification against liabilities relating to their services as directors and advancement of expenses under certain circumstances to the fullest extent permitted by law. The form Indemnification Agreement is incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, wherein it appeared as Exhibit No. 10.32.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARMSTRONG WORLD INDUSTRIES, INC.

By: /s/ Jeffrey D. Nickel

Jeffrey D. Nickel  
Senior Vice President, General Counsel  
and Secretary

Date: November 2, 2009