

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 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)**

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| 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Options                              | \$ 22.55   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 3,422  | 10/02/2008   | 10/02/2016      | Common Stock  | 3,422                      |
| Stock Options                              | \$ 19.34   | 04/10/2012                           |  | A <sup>(1)</sup>               | 3,991   |        | 10/02/2008   | 10/02/2016      | Common Stock  | 3,991                      |
| Stock Options                              | \$ 22.55   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 3,423  | 08/28/2009   | 08/28/2014      | Common Stock  | 3,423                      |
| Stock Options                              | \$ 19.34   | 04/10/2012                           |  | A <sup>(1)</sup>               | 3,991   |        | 08/28/2009   | 08/28/2014      | Common Stock  | 3,991                      |
| Stock Options                              | \$ 22.55   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 3,423  | 08/28/2009   | 08/28/2014      | Common Stock  | 3,423                      |
| Stock Options                              | \$ 19.34   | 04/10/2012                           |  | A <sup>(1)</sup>               | 3,992   |        | 08/28/2009   | 08/28/2014      | Common Stock  | 3,992                      |
| Stock Options                              | \$ 10.34   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 12,761 | 08/28/2009   | 08/28/2014      | Common Stock  | 12,761                     |
| Stock Options                              | \$ 8.87  | 04/10/2012                           |  | A <sup>(1)</sup>               | 14,881  |        | 08/28/2009   | 08/28/2014      | Common Stock  | 14,881                     |
| Stock Options                              | \$ 29.23   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 1,946  | 04/01/2011   | 04/01/2020      | Common Stock  | 1,946                      |
| Stock Options                              | \$ 25.07   | 04/10/2012                           |  | A <sup>(1)</sup>               | 2,270   |        | 04/01/2011   | 04/01/2020      | Common Stock  | 2,270                      |
| Stock Options                              | \$ 29.23   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 1,947  | 04/01/2012   | 04/01/2020      | Common Stock  | 1,947                      |
| Stock Options                              | \$ 25.07   | 04/10/2012                           |  | A <sup>(1)</sup>               | 2,270   |        | 04/01/2012   | 04/01/2020      | Common Stock  | 2,270                      |
| Stock Options                              | \$ 29.23   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 1,947  | 04/01/2013   | 04/01/2020      | Common Stock  | 1,947                      |
| Stock Options                              | \$ 25.07   | 04/10/2012                           |  | A <sup>(1)</sup>               | 2,270   |        | 04/01/2013   | 04/01/2020      | Common Stock  | 2,270                      |
| Stock Options                              | \$ 41.47   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 2,213  | 03/02/2012   | 03/02/2021      | Common Stock  | 2,213                      |
| Stock Options                              | \$ 35.57   | 04/10/2012                           |  | A <sup>(1)</sup>               | 2,580   |        | 03/02/2012   | 03/02/2021      | Common Stock  | 2,580                      |
| Stock Options                              | \$ 41.47   | 04/10/2012                           |  | D <sup>(1)</sup>               |   | 2,213  | 03/02/2013   | 03/02/2021      | Common Stock  | 2,213                      |

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|               |          |            |                  |       |            |            |              |     |
|---------------|----------|------------|------------------|-------|------------|------------|--------------|-----|
| Stock Options | \$ 35.57 | 04/10/2012 | A <sup>(1)</sup> | 2,581 | 03/02/2013 | 03/02/2021 | Common Stock | 2,5 |
| Stock Options | \$ 41.47 | 04/10/2012 | D <sup>(1)</sup> | 2,213 | 03/02/2014 | 03/02/2021 | Common Stock | 2,2 |
| Stock Options | \$ 35.57 | 04/10/2012 | A <sup>(1)</sup> | 2,581 | 03/02/2014 | 03/02/2021 | Common Stock | 2,5 |
| Stock Options | \$ 50.38 | 04/10/2012 | D <sup>(1)</sup> | 2,038 | 02/28/2013 | 02/28/2022 | Common Stock | 2,0 |
| Stock Options | \$ 43.21 | 04/10/2012 | A <sup>(1)</sup> | 2,377 | 02/28/2013 | 02/28/2022 | Common Stock | 2,3 |
| Stock Options | \$ 50.38 | 04/10/2012 | D <sup>(1)</sup> | 2,038 | 02/28/2014 | 02/28/2022 | Common Stock | 2,0 |
| Stock Options | \$ 43.21 | 04/10/2012 | A <sup>(1)</sup> | 2,377 | 02/28/2014 | 02/28/2022 | Common Stock | 2,3 |
| Stock Options | \$ 50.38 | 04/10/2012 | D <sup>(1)</sup> | 2,039 | 02/28/2015 | 02/28/2022 | Common Stock | 2,0 |
| Stock Options | \$ 43.21 | 04/10/2012 | A <sup>(1)</sup> | 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<br>C/O ARMSTRONG WORLD INDUSTRIES, INC.<br>2500 COLUMBIA AVENUE<br>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.