

Kane Thomas Michael
Form 4
May 08, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kane Thomas Michael

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)
C/O ARMSTRONG WORLD
INDUSTRIES, INC., 2500
COLUMBIA AVE

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. VP-HR & GovRel

(Street)
LANCASTER, PA 17603

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/08/2013		M	6,194 A	\$ 23.82 8,112	D	
Common Stock	05/08/2013		M	4,772 A	\$ 43.21 12,884	D	
Common Stock	05/08/2013		S	10,966 D	\$ 51.2373 1,918	D	
					(1) (2)		

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options - Right to buy	\$ 23.82	05/08/2013		M	6,194	<u>(3)</u>	08/24/2020	Common Stock	6,194	
Stock Options - Right to buy	\$ 43.21	05/08/2013		M	4,772	<u>(4)</u>	02/28/2022	Common Stock	4,772	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kane Thomas Michael C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603	Sr. VP-HR & GovRel

Signatures

/s/Christopher S. Parisi,
Attorney-in-fact 05/08/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The Reporting Person will provide, upon request by SEC Staff, the issuer, or a security holder, the full information regarding the number of shares sold at each separate sales price.

- (2) Weighted average sales price - actual sale prices ranged from \$51.10 to \$51.462.
- (3) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (August 24, 2010), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (4) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 28, 2012), contingent upon the Reporting Person's employment on the scheduled vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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