

Kane Thomas Michael
Form 4
May 21, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
05/17/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Former 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)
			Code	V	Amount	(D)	Price

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/17/2013		J(2)		1,383		(3)	(2)	Common Stock	1,383
Stock Options - Right to buy	\$ 23.82	05/17/2013		J(4)		5,097		(5)	08/24/2020	Common Stock	5,097
Stock Options - Right to Buy	\$ 35.57	05/17/2013		J(4)		5,699		(6)	03/02/2021	Common Stock	5,699
Stock Options - Right to Buy	\$ 43.21	05/17/2013		J(4)		9,544		(7)	02/28/2022	Common Stock	9,544
Stock Options - Right to Buy	\$ 51.76	05/17/2013		J(4)		12,092		(8)	02/20/2023	Common Stock	12,092

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			Former Sr.VP-HR & GovRel	

Signatures

/s/Christopher S. Parisi,
Attorney-in-fact

05/21/2013

__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) Each restricted stock unit represents the right to receive, following vesting, one share of the Issuer's Common Stock.
- (2) The Restricted Stock Units have been forfeited as a result of the Reporting Person's separation from the Issuer on May 17, 2013.
- (3) The restrictions underlying the Restricted Stock Units would have lapsed on August 23, 2013 had the Reporting Person been employed by the Issuer on such date.
- (4) The stock options have been forfeited as a result of the Reporting Person's separation from the Issuer on May 17, 2013.
- (5) The third (final) installment in the amount of 5,097 stock options would have vested on August 24, 2013 had the Reporting Person been employed by the Issuer on such date.
- (6) The third (final) installment in the amount of 5,699 stock options would have vested on March 2, 2014 had the Reporting Person been employed by the Issuer on such date.
- (7) The second and third (final) installments in the amounts of 4,772 stock options each would have vested on February 28, 2014 and February 28, 2015, respectively, had the Reporting Person been employed by the Issuer on such dates.
The first, second and third (final) installments in the amounts of 4,031, 4,031, and 4,030 stock options, respectively, would have vested
- (8) on February 20, 2014, February 20, 2015, and February 20, 2016, respectively, had the Reporting Person been employed by the Issuer on such dates.

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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