

ARMSTRONG WORLD INDUSTRIES INC

Form 3

July 31, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Romano Ellen R.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/26/2013

3. Issuer Name and Ticker or Trading Symbol

ARMSTRONG WORLD INDUSTRIES INC [AWI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, Human Resources

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O 2500 COLUMBIA AVE

(Street)

LANCASTER,Â PAÂ 17603

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

6,037

D

Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

				Shares		(I) (Instr. 5)	
Stock Options	Â (1)	03/02/2021	Common Stock	2,402	\$ 35.57	D	Â
Stock Options	Â (2)	02/28/2022	Common Stock	3,000	\$ 43.21	D	Â
Stock Options	Â (3)	02/20/2023	Common Stock	2,664	\$ 51.76	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Romano Ellen R. C/O 2500 COLUMBIA AVE LANCASTER, PA 17603	Â	Â	Â SVP, Human Resources	Â

Signatures

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

07/31/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 options are non-qualified, have a ten-year term that began on March 2, 2011 and were previously granted under the Issuer's 2006 Long-Term Incentive Plan. 1,201 of such options are vested and the remaining options will vest on March 2, 2014 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2006 Long-term Incentive Plan). Each stock option entitles the Reporting Person to purchase one share of Issuer's common stock at an exercise price equal to \$35.57.

The options are non-qualified, have a ten-year term that began on February 28, 2012 and were previously granted under the Issuer's 2011 Long-Term Incentive Plan. 1,000 of such options are vested and the remaining options will vest as follows: 1,000 options on February 28, 2014 and 1,000 options on February 28, 2015 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-term Incentive Plan). Each stock option entitles the Reporting Person to purchase one share of Issuer's common stock at an exercise price equal to \$43.21.

The options are non-qualified, have a ten-year term that began on February 20, 2013 and were previously granted under the Issuer's 2011 Long-Term Incentive Plan. The options will vest in three installments as follows: 888 options on February 20, 2014; 888 options on February 20, 2015; and 888 options on February 20, 2016 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2011 Long-term Incentive Plan). Each stock option entitles the Reporting Person to purchase one share of Issuer's common stock at an exercise price equal to \$51.76.

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.