

ARMSTRONG WORLD INDUSTRIES INC

Form 4

February 09, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Schulz David S.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 2500 COLUMBIA AVE

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/20164. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
SVP and CFO6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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	02/05/2016		M	572 (1) A	\$ 0 1,375	D	
Common Stock	02/05/2016		F	211 (2) D	\$ 39.1 1,164	D	

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

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information contained in this form are not
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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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units	(3)	02/05/2016		A	572	(4)	(5)	Common Stock	572

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schulz David S. C/O 2500 COLUMBIA AVE LANCASTER, PA 17603	SVP and CFO

Signatures

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

02/09/2016

__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) Reflects the conversion of previously granted performance restricted stock units into shares of Issuer's common stock in connection with the vesting of the units based on underlying performance metrics.

(2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of performance restricted stock units granted to the Reporting Person under the Issuer's Long-Term Incentive Plan.

(3) Each performance restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

The performance restricted stock units were granted upon achievement of certain performance metrics pursuant to the performance-based restricted stock units granted on February 20, 2013 under the Company's Long-Term Incentive Plan. The performance period for the

(4) performance restricted stock units was January 1, 2013 to December 31, 2015, with vesting subject to approval of the performance calculation by the Management Development and Compensation Committee of the Issuer's Board of Directors. This approval was obtained on February 5, 2016.

(5) Not applicable.

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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