

ARMSTRONG WORLD INDUSTRIES INC
 Form 4
 September 13, 2011

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

OMB APPROVAL
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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 *
 COULTER JAMES G

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 TPG CAPITAL, L.P., 301
 COMMERCE STREET, SUITE
 3300

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/09/2011

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

(Street)
 FORT WORTH, TX 76102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 09/09/2011 | | X | | 36,307 | A | (3) | 7,038,199 | I | See Footnotes (1) (2) (13) |
| Common Stock, par value \$0.01 per share | 09/09/2011 | | X | | 41,295 | A | (4) | 7,079,494 | I | See Footnotes (1) (2) (13) |

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| | | | | | | | | |
|--|------------|---|---------|---|-------------|-----------|---|---|
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 105,763 | A | <u>(5)</u> | 7,185,257 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 92,546 | A | <u>(6)</u> | 7,277,803 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 76,370 | A | <u>(7)</u> | 7,354,173 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 35,175 | A | <u>(8)</u> | 7,389,348 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 8,755 | A | <u>(9)</u> | 7,398,103 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 30,435 | A | <u>(10)</u> | 7,428,538 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 24,965 | A | <u>(11)</u> | 7,453,503 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |
| Common Stock, par value \$0.01 per share | 09/09/2011 | X | 35,517 | A | <u>(12)</u> | 7,489,020 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u> |

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)

| 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 Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Prepaid Forward Contract <u>(3)</u> | (3) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par value \$0.01 per share | 36,307 | |
| Prepaid Forward Contract <u>(4)</u> | (4) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par value \$0.01 per share | 41,295 | |
| Prepaid Forward Contract <u>(5)</u> | (5) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par value \$0.01 per share | 105,763 | |
| Prepaid Forward Contract <u>(6)</u> | (6) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par value \$0.01 per share | 92,546 | |
| Prepaid Forward Contract <u>(7)</u> | (7) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par value \$0.01 per share | 76,370 | |
| Prepaid Forward Contract <u>(8)</u> | (8) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par value \$0.01 per share | 35,175 | |
| Prepaid Forward | (9) | 09/09/2011 | | X | 1 | 09/09/2011 04/04/2012 | Common Stock, par | 8,755 | |

| | | | | | | | | | |
|---|-------------|------------|---|---|------------|------------|--|--|--------|
| Contract <u>(9)</u> | | | | | | | | value \$0.01 per share | |
| Prepaid Forward Contract <u>(10)</u> | <u>(10)</u> | 09/09/2011 | X | 1 | 09/09/2011 | 04/04/2012 | | Common Stock, par value \$0.01 per share | 30,435 |
| Prepaid Forward Contract <u>(11)</u> | <u>(11)</u> | 09/09/2011 | X | 1 | 09/09/2011 | 04/04/2012 | | Common Stock, par value \$0.01 per share | 24,965 |
| Prepaid Forward Contract <u>(12)</u> | <u>(12)</u> | 09/09/2011 | X | 1 | 09/09/2011 | 04/04/2012 | | Common Stock, par value \$0.01 per share | 35,517 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COULTER JAMES G C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |
| TPG Group Holdings (SBS) Advisors, Inc. C/O TPG CAPITAL L.P. 301 COMMERCE ST. SUITE 3300 FORT WORTH, TX 76102 | | X | | |

Signatures

| | | |
|--|--|------------|
| /s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (14) | | 09/13/2011 |
| _____ **Signature of Reporting Person | | Date |
| /s/ Ronald Cami, on behalf of James G. Coulter (14)(15) | | 09/13/2011 |
| _____ **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) James G. Coulter is a director, officer and shareholder of TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors" and, together with James G. Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of both TPG GenPar V

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Advisors, LLC, a Delaware limited liability company ("Advisors V") and TPG GenPar VI Advisors, LLC, a Delaware limited liability company ("Advisors VI"). Mr. Coulter is a director, officer and shareholder of TPG Advisors VI, Inc., a Delaware Corporation ("TPG Advisors VI").

(2) Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of TPG Partners V, L.P. a Delaware limited partnership ("Partners V"), TPG FOF V-A, L.P., a Delaware limited partnership ("FOF V-A"), and TPG FOF V-B, L.P., a Delaware limited partnership ("FOF V-B"). Advisors VI is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("Partners VI"). TPG Advisors VI is the general partner of FOF VI SPV, L.P., a Delaware limited partnership ("FOF VI"). Partners V is the managing member of Armor TPG Holdings LLC ("Armor TPG"), whose membership interests are, collectively, wholly owned by Partners V, Partners VI, FOF V-A, FOF V-B and FOF VI. Armor TPG directly holds 7,489,020 shares of Common Stock of the Issuer.

(3) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 15, 2011 with Societe Generale ("SG") with respect to 36,307 shares of Common Stock of the Issuer at a forward price of \$37.8189 per share by delivery of Common Stock to Armor TPG on the settlement date.

(4) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 16, 2011 with SG with respect to 41,295 shares of Common Stock of the Issuer at a forward price of \$37.9602 per share by delivery of Common Stock to Armor TPG on the settlement date.

(5) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 18, 2011 with SG with respect to 105,763 shares of Common Stock of the Issuer at a forward price of \$36.2699 per share by delivery of Common Stock to Armor TPG on the settlement date.

(6) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 19, 2011 with SG with respect to 92,546 shares of Common Stock of the Issuer at a forward price of \$35.7179 per share by delivery of Common Stock to Armor TPG on the settlement date.

(7) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 22, 2011 with SG with respect to 76,370 shares of Common Stock of the Issuer at a forward price of \$35.6846 per share by delivery of Common Stock to Armor TPG on the settlement date.

(8) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 23, 2011 with SG with respect to 35,175 shares of Common Stock of the Issuer at a forward price of \$36.2035 per share by delivery of Common Stock to Armor TPG on the settlement date.

(9) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 24, 2011 with SG with respect to 8,755 shares of Common Stock of the Issuer at a forward price of \$36.8587 per share by delivery of Common Stock to Armor TPG on the settlement date.

(10) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 25, 2011 with SG with respect to 30,435 shares of Common Stock of the Issuer at a forward price of \$37.1199 per share by delivery of Common Stock to Armor TPG on the settlement date.

(11) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 26, 2011 with SG with respect to 24,965 shares of Common Stock of the Issuer at a forward price of \$37.6215 per share by delivery of Common Stock to Armor TPG on the settlement date.

(12) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on September 2, 2011 with SG with respect to 35,517 shares of Common Stock of the Issuer at a forward price of \$37.9269 per share by delivery of Common Stock to Armor TPG on the settlement date.

(13) Because of the Reporting Persons' respective relationships to Armor TPG, for reporting purposes under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons may be deemed to beneficially own the Common Stock beneficially owned by Armor TPG to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Armor TPG. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any shares in excess of such amounts.

Remarks:

(14) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(15) Ronald Cami is signing on behalf of Mr. Coulter pursuant to the authorization and designation letter dated July 1, 2010, which

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

Explanation of Responses:

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