

ARMSTRONG WORLD INDUSTRIES INC  
Form 8-K  
January 30, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report: January 26, 2006**

(Date of earliest event reported)

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**ARMSTRONG HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of

incorporation or organization)

**000-50408**  
(Commission File Number)

**23-3033414**  
(IRS Employer

Identification No.)

**P.O. Box 3001, Lancaster, Pennsylvania**  
(Address of principal executive offices)

**17604**  
(Zip Code)

Registrant's telephone number, including area code: (717) 397-0611

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# ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**1-2116**  
(Commission File Number)

**23-0366390**  
(IRS Employer  
Identification No.)

**P.O. Box 3001, Lancaster, Pennsylvania**  
(Address of principal executive offices)

**17604**  
(Zip Code)

Registrant's telephone number, including area code: (717) 397-0611

NA

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 1 - Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 26, 2006, the U.S. District Court issued an Order granting Armstrong World Industries, Inc.'s (AWI) motion authorizing AWI to sell a parcel of land and buildings located at 2913 Spooky Nook Road, Lancaster, PA, free and clear of all liens, claims, interests and encumbrances. The property has served as a warehouse for Company products, but it is not required by its operations going forward. AWI has entered into an Agreement of Purchase and Sale for this property with S-J Realty Management LLC. Closing is scheduled for March 31, 2006. Upon closing of this sale, we expect the Company will realize an estimated \$14.7 million gain. A copy of the Agreement of Purchase and Sale is filed as Exhibit 10.1 to this report.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

No. 10.1 Agreement of Purchase and Sale between S-J Realty Management, LLC and Armstrong World Industries, Inc. dated December 5, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARMSTRONG HOLDINGS, INC.

By: /s/ Walter T. Gangl  
Walter T. Gangl  
Deputy General Counsel and Assistant

Secretary

ARMSTRONG WORLD INDUSTRIES, INC.

By: /s/ Walter T. Gangl  
Walter T. Gangl  
Assistant Secretary

Date: January 30, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Agreement of Purchase and Sale between S-J Realty Management, LLC and Armstrong World Industries, Inc. dated December 5, 2005.