

ARMSTRONG WORLD INDUSTRIES INC

Form 4

April 13, 2016

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

OMB APPROVAL

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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 *
Cookson David S

(Last) (First) (Middle)

C/O ARMSTRONG WORLD
INDUSTRIES INC., 2500
COLUMBIA AVENUE, P.O. BOX
3001

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ARMSTRONG WORLD
INDUSTRIES INC [AWI]3. Date of Earliest Transaction
(Month/Day/Year)
04/11/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) SVP, North America6. 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				(A) or (D)	17,938	D	

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

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(9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units ⁽¹⁾	<u>(1)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock 3,594
Restricted Stock Units ⁽¹⁾	<u>(1)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock 1,187
Stock Options	\$ 47.17					<u>(4)</u>	02/25/2024	Common Stock 7,706
Stock Options	\$ 45.32					<u>(5)</u>	02/20/2023	Common Stock 7,218
Stock Options	\$ 37.83					<u>(6)</u>	02/28/2022	Common Stock 12,412

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cookson David S C/O ARMSTRONG WORLD INDUSTRIES INC. 2500 COLUMBIA AVENUE, P.O. BOX 3001 LANCASTER, PA 17603	SVP, North America

Signatures

/s/ Bryan Y.M. Tham,
Attorney-in-Fact
04/13/2016
**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).

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- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2011 Long-Term Incentive Plan.

The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 1,797 on the second anniversary of the grant, and (2) 1,797 on the third anniversary of the grant (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).

- (3) The restricted stock units were granted to the Reporting Person on February 25, 2014 and will vest on December 31, 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).

The stock options were granted on February 25, 2014 and 5,136 have vested; the remaining 2,570 unvested stock options will vest and become exercisable on the third anniversary of the grant (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).

- (5) The stock options were granted on February 20, 2013 and have vested.

- (6) The stock options were granted on February 28, 2012 and have vested.

Remarks:

NOTE: All derivative securities on Table II have been adjusted as a result of the spin-off of Armstrong Flooring, Inc., effective

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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