

Kane Thomas Michael
 Form 4
 August 26, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Kane Thomas Michael

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/24/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP - HR

C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVENUE
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

LANCASTER, PA 17603
 (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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

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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. Amount or Number of Shares
Restricted stock units ⁽¹⁾	<u>(1)</u>	08/24/2010		A	4,148	<u>(1)</u> <u>(1)</u>	Common stock	4,148
Stock options - right to buy	\$ 36.17	08/24/2010		A	10,074	<u>(2)</u> <u>(3)</u>	Common Stock	10,074

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kane Thomas Michael
C/O ARMSTRONG WORLD INDUSTRIES, INC.
2500 COLUMBIA AVENUE
LANCASTER, PA 17603

Senior
VP - HR

Signatures

Michele M. Nicholas,
Attorney-in-fact 08/26/2010

 **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) Represents restricted stock units granted under the 2006 Long-Term Incentive Plan. The restrictions will lapse and the units will vest in three installments at one, two and three years as follows: 1,382 shares on August 23, 2011; 1,383 shares on August 23, 2012; and 1,383 shares on August 23, 2013 (contingent upon the officer's employment on the scheduled vesting dates). Each restricted stock unit represents the right to receive, following vesting, one share of Company common stock, together with a cash dividend payment proportionate to the earned shares; however, the Management Development and Compensation Committee of the Board of Directors may settle the restricted stock units in cash if insufficient shares are available at the end of the restriction periods.

(2) The options will vest and become exercisable in three installments at one, two and three years as follows: 3,358 shares on August 24, 2011; 3,358 shares on August 24, 2012 and 3,358 shares on August 24, 2013 (contingent upon the officer's employment on the scheduled vesting dates).

(3) No shares of stock may be acquired by exercise of an option after a maximum of ten years from the date the option was granted.

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.