

Ready Frank J
Form 4
April 12, 2012

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 *
Ready Frank J

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)
04/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CEO Armstrong Floor Prod

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)	Price		
				Code	V	Amount	

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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾		37,785	10/02/2008	10/02/2016	Common Stock	37,785
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾	44,061		10/02/2008	10/02/2016	Common Stock	44,061
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾		37,785	08/28/2009	10/02/2016	Common Stock	37,785
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾	44,061		08/28/2009	10/02/2016	Common Stock	44,061
Stock Options	\$ 22.55	04/10/2012		D ⁽¹⁾		37,786	08/28/2009	10/02/2016	Common Stock	37,786
Stock Options	\$ 19.34	04/10/2012		A ⁽¹⁾	44,062		08/28/2009	10/02/2016	Common Stock	44,062
Stock Options	\$ 10.34	04/10/2012		D ⁽¹⁾		29,149	08/28/2009	02/23/2019	Common Stock	29,149
Stock Options	\$ 8.87	04/10/2012		A ⁽¹⁾	33,991		08/28/2009	02/23/2019	Common Stock	33,991
Stock Options	\$ 10.34	04/10/2012		D ⁽¹⁾		29,149	08/28/2009	02/23/2019	Common Stock	29,149
Stock Options	\$ 8.87	04/10/2012		A ⁽¹⁾	33,991		08/28/2009	02/23/2019	Common Stock	33,991
Stock Options	\$ 10.34	04/10/2012		D ⁽¹⁾		29,150	08/28/2009	02/23/2019	Common Stock	29,150
Stock Options	\$ 8.87	04/10/2012		A ⁽¹⁾	33,991		08/28/2009	02/23/2019	Common Stock	33,991
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		16,455	04/01/2011	04/01/2020	Common Stock	16,455
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾	19,188		04/01/2011	04/01/2020	Common Stock	19,188
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		16,455	04/01/2012	04/01/2020	Common Stock	16,455
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾	19,188		04/01/2012	04/01/2020	Common Stock	19,188
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		16,455	04/01/2013	04/01/2020	Common Stock	16,455

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Stock Options	\$ 25.07	04/10/2012	A ⁽¹⁾	19,189	04/01/2013	04/01/2020	Common Stock	19,189
Stock Options	\$ 41.47	04/10/2012	D ⁽¹⁾	11,567	03/02/2012	03/02/2021	Common Stock	11,567
Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	13,489	03/02/2012	03/02/2021	Common Stock	13,489
Stock Options	\$ 41.47	04/10/2012	D ⁽¹⁾	11,568	03/02/2013	03/02/2021	Common Stock	11,568
Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	13,489	03/02/2013	03/02/2021	Common Stock	13,489
Stock Options	\$ 41.47	04/10/2012	D ⁽¹⁾	11,568	03/02/2014	03/02/2021	Common Stock	11,568
Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	13,489	03/02/2014	03/02/2021	Common Stock	13,489
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	9,685	02/28/2013	02/28/2022	Common Stock	9,685
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	11,294	02/28/2013	02/28/2022	Common Stock	11,294
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	9,685	02/28/2014	02/28/2022	Common Stock	9,685
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	11,294	02/28/2014	02/28/2022	Common Stock	11,294
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	9,686	02/28/2015	02/28/2022	Common Stock	9,686
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	11,294	02/28/2015	02/28/2022	Common Stock	11,294

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ready Frank J C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603			EVP & CEO Armstrong Floor Prod	

Signatures

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

04/12/2012

__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).

The reported transactions relate to an adjustment of outstanding stock options and exercise prices in connection with the Registrant's
(1) payment of a special cash dividend to shareholders on April 10, 2012, resulting in the deemed cancellation of the original options and the grant of replacement options. An adjustment is required under the terms of the underlying equity incentive plan.

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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