

McNamara Stephen F
 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 *
 McNamara Stephen F

2. Issuer Name and Ticker or Trading Symbol
 ARMSTRONG WORLD INDUSTRIES INC [AWI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President and Controller

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/10/2012

LANCASTER, PA 17603
 (City) (State) (Zip)

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

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 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|------------|---|-----------------|--------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Options | \$ 22.55 | 04/10/2012 | | D ⁽¹⁾ | | | 3,422 | 10/02/2008 | 10/02/2016 | Common Stock | 3,422 |
| Stock Options | \$ 19.34 | 04/10/2012 | | A ⁽¹⁾ | | | 3,991 | 10/02/2008 | 10/02/2016 | Common Stock | 3,991 |
| Stock Options | \$ 22.55 | 04/10/2012 | | D ⁽¹⁾ | | | 3,423 | 08/28/2009 | 08/28/2014 | Common Stock | 3,423 |
| Stock Options | \$ 19.34 | 04/10/2012 | | A ⁽¹⁾ | | | 3,991 | 08/28/2009 | 08/28/2014 | Common Stock | 3,991 |
| Stock Options | \$ 22.55 | 04/10/2012 | | D ⁽¹⁾ | | | 3,423 | 08/28/2009 | 08/28/2014 | Common Stock | 3,423 |
| Stock Options | \$ 19.34 | 04/10/2012 | | A ⁽¹⁾ | | | 3,992 | 08/28/2009 | 08/28/2014 | Common Stock | 3,992 |
| Stock Options | \$ 10.34 | 04/10/2012 | | D ⁽¹⁾ | | | 12,761 | 08/28/2009 | 08/28/2014 | Common Stock | 12,761 |
| Stock Options | \$ 8.87 | 04/10/2012 | | A ⁽¹⁾ | | | 14,881 | 08/28/2009 | 08/28/2014 | Common Stock | 14,881 |
| Stock Options | \$ 29.23 | 04/10/2012 | | D ⁽¹⁾ | | | 1,946 | 04/01/2011 | 04/01/2020 | Common Stock | 1,946 |
| Stock Options | \$ 25.07 | 04/10/2012 | | A ⁽¹⁾ | | | 2,270 | 04/01/2011 | 04/01/2020 | Common Stock | 2,270 |
| Stock Options | \$ 29.23 | 04/10/2012 | | D ⁽¹⁾ | | | 1,947 | 04/01/2012 | 04/01/2020 | Common Stock | 1,947 |
| Stock Options | \$ 25.07 | 04/10/2012 | | A ⁽¹⁾ | | | 2,270 | 04/01/2012 | 04/01/2020 | Common Stock | 2,270 |
| Stock Options | \$ 29.23 | 04/10/2012 | | D ⁽¹⁾ | | | 1,947 | 04/01/2013 | 04/01/2020 | Common Stock | 1,947 |
| Stock Options | \$ 25.07 | 04/10/2012 | | A ⁽¹⁾ | | | 2,270 | 04/01/2013 | 04/01/2020 | Common Stock | 2,270 |
| Stock Options | \$ 41.47 | 04/10/2012 | | D ⁽¹⁾ | | | 2,213 | 03/02/2012 | 03/02/2021 | Common Stock | 2,213 |
| Stock Options | \$ 35.57 | 04/10/2012 | | A ⁽¹⁾ | | | 2,580 | 03/02/2012 | 03/02/2021 | Common Stock | 2,580 |
| Stock Options | \$ 41.47 | 04/10/2012 | | D ⁽¹⁾ | | | 2,213 | 03/02/2013 | 03/02/2021 | Common Stock | 2,213 |

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| | | | | | | | | |
|---------------|----------|------------|------------------|-------|------------|------------|--------------|-----|
| Stock Options | \$ 35.57 | 04/10/2012 | A ⁽¹⁾ | 2,581 | 03/02/2013 | 03/02/2021 | Common Stock | 2,5 |
| Stock Options | \$ 41.47 | 04/10/2012 | D ⁽¹⁾ | 2,213 | 03/02/2014 | 03/02/2021 | Common Stock | 2,2 |
| Stock Options | \$ 35.57 | 04/10/2012 | A ⁽¹⁾ | 2,581 | 03/02/2014 | 03/02/2021 | Common Stock | 2,5 |
| Stock Options | \$ 50.38 | 04/10/2012 | D ⁽¹⁾ | 2,038 | 02/28/2013 | 02/28/2022 | Common Stock | 2,0 |
| Stock Options | \$ 43.21 | 04/10/2012 | A ⁽¹⁾ | 2,377 | 02/28/2013 | 02/28/2022 | Common Stock | 2,3 |
| Stock Options | \$ 50.38 | 04/10/2012 | D ⁽¹⁾ | 2,038 | 02/28/2014 | 02/28/2022 | Common Stock | 2,0 |
| Stock Options | \$ 43.21 | 04/10/2012 | A ⁽¹⁾ | 2,377 | 02/28/2014 | 02/28/2022 | Common Stock | 2,3 |
| Stock Options | \$ 50.38 | 04/10/2012 | D ⁽¹⁾ | 2,039 | 02/28/2015 | 02/28/2022 | Common Stock | 2,0 |
| Stock Options | \$ 43.21 | 04/10/2012 | A ⁽¹⁾ | 2,377 | 02/28/2015 | 02/28/2022 | Common Stock | 2,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McNamara Stephen F C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603 | | | Vice President and Controller | |

Signatures

/s/Christopher S. Parisi, 04/12/2012
Attorney-in-fact

**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. 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.