

ARMSTRONG WORLD INDUSTRIES INC
 Form 3
 August 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Nickel Jeffrey D		(Month/Day/Year)	ARMSTRONG WORLD INDUSTRIES INC [AWI]	
(Last)	(First)	(Middle)	08/01/2008	
C/O ARMSTRONG WORLD INDUSTRIES, INC., Â PO BOX 3001			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LANCASTER, Â PA Â 17604			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Sr VP, Sec'y & General Counsel	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted shares <u>(1)</u>	5,000	D	Â
Restricted shares <u>(2)</u>	5,262	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
		Title			
Stock options (right to buy) Â (3)	Â (4)	common stock	15,771	\$ 29.37	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nickel Jeffrey D C/O ARMSTRONG WORLD INDUSTRIES, INC. PO BOX 3001 LANCASTER, PA 17604	Â	Â	Â Sr VP, Sec'y & General Counsel	Â

Signatures

Michele M. Nicholas, by Power of Attorney 08/04/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares vest in three installments as follows: 1,666 on October 2, 2008; 1,667 on October 2, 2009 and 1,667 on October 2, 2010 (contingent upon officer's employment on the scheduled vesting date).
- (2) The shares vest in three equal installments at two, three and four years from February 25, 2008 (contingent upon officer's employment on the scheduled vesting date).
- (3) The stock options will vest and become exercisable in three equal installments at two, three and four years from on October 2, 2006 (contingent upon the officer's employment on the scheduled vesting date).
- (4) 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 except as provided in the case of the optionee's death.

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.