

ARMSTRONG WORLD INDUSTRIES INC

Form 4

April 13, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to 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 \*  
Romano Ellen R.

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)  
04/11/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Human Resources

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

(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  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 9,271   | D  |                                   |

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

**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.**

SEC 1474 (9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(1)</sup>      | <u>(1)</u>   | 04/11/2016                           |  | A                              | 8,985   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 8,985                         |
| Restricted Stock Units <sup>(1)</sup>      | <u>(1)</u>   |                                      |  |                                |   | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 5,181                         |
| Restricted Stock Units <sup>(1)</sup>      | <u>(1)</u>   |                                      |  |                                |   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 1,552                         |
| Stock Options                              | \$ 47.17   |                                      |  |                                |   | <u>(5)</u> 02/25/2024                                    | Common Stock  | 10,074                        |
| Stock Options                              | \$ 43.31   |                                      |  |                                |   | <u>(6)</u> 07/30/2023                                    | Common Stock  | 9,022                         |
| Stock Options                              | \$ 45.32   |                                      |  |                                |   | <u>(7)</u> 02/20/2023                                    | Common Stock  | 3,042                         |
| Stock Options                              | \$ 37.83   |                                      |  |                                |   | <u>(8)</u> 02/28/2022                                    | Common Stock  | 3,426                         |
| Stock Options                              | \$ 31.15   |                                      |  |                                |   | <u>(9)</u> 03/02/2021                                    | Common Stock  | 2,743                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Romano Ellen R.<br>C/O ARMSTRONG WORLD INDUSTRIES, INC.<br>2500 COLUMBIA AVENUE, P.O. BOX 3001<br>LANCASTER, PA 17603 |               |           | SVP, Human Resources |       |

## Signatures

/s/ Mark A. Hershey,  
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).
- (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 April 11, 2016 and will vest as follows: (1) 2,995 on the second anniversary of the grant, (2) 2,995 on the third anniversary of the grant, and (3) 2,995 on the fourth 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).
- (2) The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 2,590 on the second anniversary of the grant, and (2) 2,591 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).
- (4) The stock options were granted on February 25, 2014 and 6,716 have vested; the remaining 3,358 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 July 30, 2013 and 6,014 have vested; the remaining 3,008 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).
- (6) The stock options were granted on February 20, 2013 and have vested.
- (7) The stock options were granted on February 28, 2012 and have vested.
- (8) The stock options were granted on March 2, 2011 and have vested.
- (9) The stock options were granted on March 2, 2011 and have vested.

### Remarks:

**NOTE:** All derivative securities on Table II granted prior to April 1, 2016 have been adjusted as a result of the spin-off of Arm

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.