

McNamara Stephen F
 Form 4
 April 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 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, P. O. BOX 3001

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2019

(Street)
 LANCASTER, PA 17603

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

(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)
Common Stock	04/01/2019		M	(A) or (D) A	5,006 Price \$ 0	11,508	D
Common Stock	04/01/2019		F	(A) or (D) D	1,627 Price \$ 81.17	9,881	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

SEC 1474 (9-02)

number.

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
Performance Based Restricted Stock Units	(3)	04/01/2019		M	5,006	(4) (5)	Common Stock	5,006

Reporting Owners

Reporting Owner Name / Address

McNamara Stephen F
C/O ARMSTRONG WORLD INDUSTRIES, INC.
2500 COLUMBIA AVENUE, P. O. BOX 3001
LANCASTER, PA 17603

Relationships

Director 10% Owner Officer Other

Vice President and Controller

Signatures

/s/Bryan Y.M. Tham,
Attorney-in-fact

04/03/2019

__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) Reflects the conversion of previously granted performance restricted stock units into shares of the Issuer's common stock in connection with the vesting of the units based on underlying performance metrics.
 - (2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of performance restricted stock units granted to the Reporting Person under the Issuer's Long-Term Incentive Plan.
 - (3) Each performance restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
 - (4) The performance restricted stock units were granted upon achievement of certain performance metrics pursuant to the performance-based restricted stock units granted on April 11, 2016 under the Company's Long-Term Incentive Plan. The performance period for the performance restricted stock units was April 1, 2016 to December 31, 2018, with vesting subject to approval of the performance calculation by the Management Development and Compensation Committee of the Issuer's Board of Directors. This approval was

Edgar Filing: McNamara Stephen F - Form 4

obtained on April 1, 2019.

(5) Not applicable.

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.