

Cookson David S
Form 4
June 07, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cookson David S

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP, Americas

LANCASTER, PA 17603

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/06/2018		M ⁽¹⁾		12,412	A	\$ 37.83	33,281	D
Common Stock	06/06/2018		S ⁽¹⁾		12,412	D	\$ 63	20,869	D
Common Stock	06/06/2018		M ⁽¹⁾		7,218	A	\$ 45.32	28,087	D
Common Stock	06/06/2018		S ⁽¹⁾		7,218	D	\$ 63	20,869	D
	06/06/2018		M ⁽¹⁾		7,706	A		28,575	D

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Common Stock \$ 47.17

Common Stock 06/06/2018 S(1) 7,706 D \$ 63 20,869 D

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

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(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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.83	06/06/2018		M ⁽¹⁾		12,412		⁽²⁾	02/28/2022	Common Stock	12,412
Stock Options (Right to Buy)	\$ 45.32	06/06/2018		M ⁽¹⁾		7,218		⁽³⁾	02/20/2023	Common Stock	7,218
Stock Options (Right to Buy)	\$ 47.17	06/06/2018		M ⁽¹⁾		7,706		⁽⁴⁾	02/25/2024	Common Stock	7,706

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cookson David S C/O ARMSTRONG WORLD INDUSTRIES INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603	SVP, Americas

Signatures

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

06/07/2018

__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) Options exercised and shares sold pursuant to a 10b5-1 Plan.
- (2) The stock options were granted on February 28, 2012. Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche. All options are currently vested and exercisable.
- (3) The stock options were granted on February 20, 2013. Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche. All options are currently vested and exercisable.
- (4) The stock options were granted on February 25, 2014. Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche. All options are currently vested and exercisable.

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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