

Kane Thomas Michael
 Form 4
 May 21, 2013

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 *
 Kane Thomas Michael

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)
 05/17/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Former Sr.VP-HR & GovRel

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

(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) | Code | V | Amount | (D) | Price |

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)

Edgar Filing: Kane Thomas Michael - Form 4

| 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 | 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) | | | |
|--|--|--------------------------------------|--|---------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 05/17/2013 | | J ⁽²⁾ | | 1,383 | | <u>(3)</u> | <u>(2)</u> | Common Stock | 1,383 |
| Stock Options - Right to buy | \$ 23.82 | 05/17/2013 | | J ⁽⁴⁾ | | 5,097 | | <u>(5)</u> | 08/24/2020 | Common Stock | 5,097 |
| Stock Options - Right to Buy | \$ 35.57 | 05/17/2013 | | J ⁽⁴⁾ | | 5,699 | | <u>(6)</u> | 03/02/2021 | Common Stock | 5,699 |
| Stock Options - Right to Buy | \$ 43.21 | 05/17/2013 | | J ⁽⁴⁾ | | 9,544 | | <u>(7)</u> | 02/28/2022 | Common Stock | 9,544 |
| Stock Options - Right to Buy | \$ 51.76 | 05/17/2013 | | J ⁽⁴⁾ | | 12,092 | | <u>(8)</u> | 02/20/2023 | Common Stock | 12,092 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kane Thomas Michael C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603 | | | Former Sr.VP-HR & GovRel | |

Signatures

/s/Christopher S. Parisi,
Attorney-in-fact

05/21/2013

__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 the right to receive, following vesting, one share of the Issuer's Common Stock.
- (2) The Restricted Stock Units have been forfeited as a result of the Reporting Person's separation from the Issuer on May 17, 2013.
- (3) The restrictions underlying the Restricted Stock Units would have lapsed on August 23, 2013 had the Reporting Person been employed by the Issuer on such date.
- (4) The stock options have been forfeited as a result of the Reporting Person's separation from the Issuer on May 17, 2013.
- (5) The third (final) installment in the amount of 5,097 stock options would have vested on August 24, 2013 had the Reporting Person been employed by the Issuer on such date.
- (6) The third (final) installment in the amount of 5,699 stock options would have vested on March 2, 2014 had the Reporting Person been employed by the Issuer on such date.
- (7) The second and third (final) installments in the amounts of 4,772 stock options each would have vested on February 28, 2014 and February 28, 2015, respectively, had the Reporting Person been employed by the Issuer on such dates.
- (8) The first, second and third (final) installments in the amounts of 4,031, 4,031, and 4,030 stock options, respectively, would have vested on February 20, 2014, February 20, 2015, and February 20, 2016, respectively, had the Reporting Person been employed by the Issuer on such dates.

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.