

ARMSTRONG WORLD INDUSTRIES INC

Form 4

January 19, 2017

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 SECURITIESFiled 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 *
Cookson David S2. 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, P.O. BOX 30013. Date of Earliest Transaction (Month/Day/Year)
01/17/2017☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP, North America(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	01/17/2017		M	1,187 (A) or (D)	\$ 0 (1)	19,125	D
Common Stock	01/17/2017		F	437 (2)	\$ 41.8	18,688	D

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

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(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. Pr Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/17/2017(3)		M	1,187	(3)	(3)	Common Stock	1,187

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cookson David S
C/O ARMSTRONG WORLD INDUSTRIES INC.
2500 COLUMBIA AVENUE, P.O. BOX 3001
LANCASTER, PA 17603

SVP, North America

Signatures

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

01/19/2017

__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 restricted stock units into shares of Issuer's common stock in connection with the settlement of the restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the settlement of restricted stock units granted to the Reporting Person 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 vested on December 31, 2016. Settlement of the units for common shares and delivery of the vested shares to the Reporting Person took place on January 17, 2017.

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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