

Romano Ellen R.
Form 4
November 22, 2017

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2017

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

(Street)
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	11/22/2017		M		2,743	A	\$ 54.58	14,769	D	
Common Stock	11/22/2017		M		3,426	A	\$ 54.61	18,195	D	
Common Stock	11/22/2017		M		3,042	A	\$ 54.74	21,237	D	
Common Stock	11/22/2017		M		9,022	A	\$ 54.62	30,259	D	
	11/22/2017		M		10,074	A		40,333	D	

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Common Stock					\$ 54.71		
Common Stock	11/22/2017	S	33,087	D	\$ 54.68 <u>(1)</u>	7,246	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Options - Right to Buy	\$ 31.15	11/22/2017		M	2,743	<u>(2)</u> 03/02/2021	Common Stock	2,743
Stock Options (Right to Buy)	\$ 37.83	11/22/2017		M	3,426	<u>(3)</u> 02/28/2022	Common Stock	3,426
Stock Options (Right to Buy)	\$ 45.32	11/22/2017		M	3,042	<u>(4)</u> 02/20/2023	Common Stock	3,042
Stock Options (Right to Buy)	\$ 43.31	11/22/2017		M	9,022	<u>(5)</u> 07/30/2023	Common Stock	9,022
Stock Options (Right to Buy)	\$ 47.17	11/22/2017		M	10,074	<u>(6)</u> 02/25/2024	Common Stock	10,074

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Romano Ellen R. C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603				SVP, Human Resources

Signatures

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

11/22/2017

__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).

The sale price represents the weighted average price of the shares sold ranging from \$54.55 to \$54.93 per share. Upon request by the

- (1) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (2) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (March 2, 2011), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (3) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 28, 2012), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (4) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 20, 2013), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (5) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (July 30, 2013), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (6) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 25, 2014), contingent upon the Reporting Person's employment on the scheduled vesting date.

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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