

ARMSTRONG WORLD INDUSTRIES INC

Form 4

September 13, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COULTER JAMES G

(Last) (First) (Middle)

C/O TPG CAPITAL, L.P., 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ARMSTRONG WORLD
INDUSTRIES INC [AWI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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 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)
Common Stock, par value \$0.01 per share	09/09/2011		X	36,307	A (3) 7,038,199	I	See Footnotes (1) (2) (13)
Common Stock, par value \$0.01 per share	09/09/2011		X	41,295	A (4) 7,079,494	I	See Footnotes (1) (2) (13)

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Common Stock, par value \$0.01 per share	09/09/2011	X	105,763	A	<u>(5)</u>	7,185,257	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	92,546	A	<u>(6)</u>	7,277,803	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	76,370	A	<u>(7)</u>	7,354,173	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	35,175	A	<u>(8)</u>	7,389,348	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	8,755	A	<u>(9)</u>	7,398,103	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	30,435	A	<u>(10)</u>	7,428,538	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	24,965	A	<u>(11)</u>	7,453,503	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share	09/09/2011	X	35,517	A	<u>(12)</u>	7,489,020	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(13)</u>

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

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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. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Prepaid Forward Contract (3)	(3)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	36,307
Prepaid Forward Contract (4)	(4)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	41,295
Prepaid Forward Contract (5)	(5)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	105,763
Prepaid Forward Contract (6)	(6)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	92,546
Prepaid Forward Contract (7)	(7)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	76,370
Prepaid Forward Contract (8)	(8)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	35,175
Prepaid Forward	(9)	09/09/2011		X		1		09/09/2011	04/04/2012	Common Stock, par	8,755

Contract (9)								value \$0.01 per share	
Prepaid Forward Contract (10)	(10)	09/09/2011	X	1	09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	30,435	
Prepaid Forward Contract (11)	(11)	09/09/2011	X	1	09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	24,965	
Prepaid Forward Contract (12)	(12)	09/09/2011	X	1	09/09/2011	04/04/2012	Common Stock, par value \$0.01 per share	35,517	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COULTER JAMES G C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG CAPITAL L.P. 301 COMMERCE ST. SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (14)	09/13/2011
_____ **Signature of Reporting Person	Date
/s/ Ronald Cami, on behalf of James G. Coulter (14)(15)	09/13/2011
_____ **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) James G. Coulter is a director, officer and shareholder of TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors" and, together with James G. Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of both TPG GenPar V

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Advisors, LLC, a Delaware limited liability company ("Advisors V") and TPG GenPar VI Advisors, LLC, a Delaware limited liability company ("Advisors VI"). Mr. Coulter is a director, officer and shareholder of TPG Advisors VI, Inc., a Delaware Corporation ("TPG Advisors VI").

- (2) Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of TPG Partners V, L.P. a Delaware limited partnership ("Partners V"), TPG FOF V-A, L.P., a Delaware limited partnership ("FOF V-A"), and TPG FOF V-B, L.P., a Delaware limited partnership ("FOF V-B"). Advisors VI is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("Partners VI"). TPG Advisors VI is the general partner of FOF VI SPV, L.P., a Delaware limited partnership ("FOF VI"). Partners V is the managing member of Armor TPG Holdings LLC ("Armor TPG"), whose membership interests are, collectively, wholly owned by Partners V, Partners VI, FOF V-A, FOF V-B and FOF VI. Armor TPG directly holds 7,489,020 shares of Common Stock of the Issuer.

- (3) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 15, 2011 with Societe Generale ("SG") with respect to 36,307 shares of Common Stock of the Issuer at a forward price of \$37.8189 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (4) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 16, 2011 with SG with respect to 41,295 shares of Common Stock of the Issuer at a forward price of \$37.9602 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (5) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 18, 2011 with SG with respect to 105,763 shares of Common Stock of the Issuer at a forward price of \$36.2699 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (6) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 19, 2011 with SG with respect to 92,546 shares of Common Stock of the Issuer at a forward price of \$35.7179 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (7) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 22, 2011 with SG with respect to 76,370 shares of Common Stock of the Issuer at a forward price of \$35.6846 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (8) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 23, 2011 with SG with respect to 35,175 shares of Common Stock of the Issuer at a forward price of \$36.2035 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (9) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 24, 2011 with SG with respect to 8,755 shares of Common Stock of the Issuer at a forward price of \$36.8587 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (10) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 25, 2011 with SG with respect to 30,435 shares of Common Stock of the Issuer at a forward price of \$37.1199 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (11) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on August 26, 2011 with SG with respect to 24,965 shares of Common Stock of the Issuer at a forward price of \$37.6215 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (12) On September 9, 2011, Armor TPG elected to settle the forward transaction entered into on September 2, 2011 with SG with respect to 35,517 shares of Common Stock of the Issuer at a forward price of \$37.9269 per share by delivery of Common Stock to Armor TPG on the settlement date.

- (13) Because of the Reporting Persons' respective relationships to Armor TPG, for reporting purposes under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons may be deemed to beneficially own the Common Stock beneficially owned by Armor TPG to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Armor TPG. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any shares in excess of such amounts.

Remarks:

- (14) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

- (15) Ronald Cami is signing on behalf of Mr. Coulter pursuant to the authorization and designation letter dated July 1, 2010, which

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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