

McNamara Stephen F
Form 3
July 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â McNamara Stephen F

(Last) (First) (Middle)

C/O ARMSTRONG WORLD
INDUSTRIES, INC.,Â PO BOX
3001

(Street)

LANCASTER,Â PAÂ 17604

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/01/2008

3. Issuer Name **and** Ticker or Trading Symbol

ARMSTRONG WORLD INDUSTRIES INC [AWI]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Vice President & Controller

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Restricted shares ⁽¹⁾

2,500

D Â

Restricted shares ⁽²⁾

2,115

D Â

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
		Title				
Stock options (right to buy)	Â (3)	Â (4)	common stock	7,886	\$ 29.37	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNamara Stephen F C/O ARMSTRONG WORLD INDUSTRIES, INC. PO BOX 3001 LANCASTER, PA 17604	Â	Â	Â Vice President & Controller	Â

Signatures

Michele M. Nicholas, by Power of Attorney 07/01/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares vest in three installments at two, three and four years as follows: 833 on October 2, 2008; 833 on October 2, 2009 and 834 on October 2, 2010 (contingent upon officer's employment on the scheduled vesting date).
- (2) The shares vest in three equal installments at two, three and four years from February 25, 2008 (contingent upon officer's employment on the scheduled vesting date).
- (3) The stock options will vest and become exercisable in three installments at one, two and three years as follows: 2,628 on October 2, 2008; 2,629 on October 2, 2009 and 2,629 on October 2, 2010 (contingent upon the officer's employment on the scheduled vesting date).
- (4) No shares of stock may be acquired by exercise of an option after a maximum of ten years from the date the option was granted except as provided in the case of the optionee's death.

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.