

Bingham Douglas B
Form 4
March 11, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bingham Douglas B

(Last) (First) (Middle)

C/O ARMSTRONG FLOORING,
INC., 2500 COLUMBIA AVENUE,
P.O. BOX 3025

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Armstrong Flooring, Inc. [AFI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, CFO

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 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	03/07/2019		M		259 ⁽¹⁾	A \$ 13.25	3,530 D
Common Stock	03/07/2019		F		73 ⁽²⁾	D \$ 13.25	3,457 D
Common Stock	03/07/2019		M		349 ⁽¹⁾	A \$ 13.25	3,806 D
Common Stock	03/07/2019		F		98 ⁽²⁾	D \$ 13.25	3,708 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)	8. Amount or Number of Shares
Restricted Stock Unit (3)	(3)	03/07/2019		M	259	03/07/2019 (4)	Common Stock	259
Restricted Stock Unit (3)	(3)	03/07/2019		M	349	03/07/2019 (4)	Common Stock	349
Restricted Stock Unit (3)	(3)	03/07/2019		A	4,246	(5) (5)	Common Stock	4,246

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bingham Douglas B C/O ARMSTRONG FLOORING, INC. 2500 COLUMBIA AVENUE, P.O. BOX 3025 LANCASTER, PA 17603	SVP, CFO

Signatures

/s/Christopher S. Parisi, as
Attorney-in-Fact 03/11/2019

__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).

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- (1) Reflects the conversion of previously granted restricted stock units into shares of Issuer's common stock in connection with the vesting of the restricted stock units.
- (2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of restricted stock units granted to the Reporting Person.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2016 Long-Term Incentive Plan, as amended and restated.
- (4) Not applicable.
- (5) 4,246 restricted stock units were granted to the Reporting Person on March 7, 2019. The restricted stock units will vest as follows (i) 1,415 on the first anniversary of the grant, (ii) 1,415 on the second anniversary of the grant, and (iii) 1,416 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided under the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).

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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