

ARMSTRONG WORLD INDUSTRIES INC MASTER TRUST
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1) *

Armstrong World Industries Inc

(Name of Issuer)

Common Par

(Title of Class of Securities)

042384107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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(SC13G-07/99)

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Armstrong World Industries Inc. Master Trust ID# 11-6529457

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
JPMorgan Chase -- New York

NUMBER OF SHARES 5. SOLE VOTING POWER 0
BENEFICIALLY OWNED BY EACH REPORTING PERSON 6. SHARED VOTING POWER
DB - 1,426,751 total 6,056,748
DC - 4,629,997

EACH REPORTING PERSON 7. SOLE DISPOSITIVE POWER 0

PERSON WITH 8. SHARED DISPOSITIVE POWER
DB - 1,426,751
DC - 4,629,997

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,056,748

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
DB 3.50% total 14.89%

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DC 11.36%

12. TYPE OF REPORTING PERSON*

JPM - BK
Plan - DB
Plan - DC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

Armstrong World Industries Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2500 Columbia Avenue PO Box 3001 Lancaster, PA 17604

Item 2(a). Name of Person Filing:

This Notice is filed by JPMorgan Chase as trustee for Armstrong World Industries Master Retirement Plan

Item 2(b). Address of Principal Business Office, or if None, Residence:

270 Park Avenue New York, NY 10017

Item 2(c). Citizenship:

JPMorgan - New York

Item 2(d). Title of Class of Securities:

Common Par

Item 2(e). CUSIP Number:

042384107

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.

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- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
As of December 31, 2001 6,056,748
- (b) Percent of class:
14.89%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote ,
0
 - (ii) Shared power to vote or to direct the vote ,
6,056,748

The Plan and Trust created pursuant thereto share the power to vote 6,056,748 shares of Common Stock.
 - (iii) Sole power to dispose or to direct the disposition of ,
0
 - (iv) Shared power to dispose or to direct the disposition of
6,056,748.

The plan and trust created pursuant thereto share the power to dispose or direct the disposition of 6,056,748 shares of common stock.

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The 6,056,748 shares of Common Stock are held in the Trust created pursuant to the Armstrong World Industries Master Trust Agreement dated November 1, 1999 and as between JPMorgan Chase as the Master Trustee (the Master Trustee) and for the benefit of participants in the Armstrong World Industries, Inc. Master Retirement Plan (DB) and the Armstrong World Industries, Inc. retirement Savings and Stock Ownership Plan (DC Plan).

Except as set forth below, the Master Trustee is obligated under terms of the Trust and the Terms of the Plan, to vote, tender, or exchange any Common Stock beneficially owned by the Trust as directed by Participants in the Armstrong World Industries, Inc. Retirement Savings Plan (the Participants).

For this purpose, each Participant acts in the capacity of a named Fiduciary with respect to all shares of Common Stock as to which such Participant has the rights of direction with respect to voting, exchange and any other rights appurtenant to such stock.

Under the terms of the Trust and the terms of the Plan, the Master Trustee will vote shares of Common Stock allocated to the accounts of Participants in accordance with the instructions given by such Participants. Unallocated shares of Common Stock, together with any allocated shares for which no instructions are received, are voted by the Master Trustee in the same proportion as the shares of Common Stock for which instructions are received.

The administrators of the Plan may cause the Master Trustee to dispose of shares of Common Stock under certain limited circumstances.

The actions of the Master Trustee under the terms of the Trust, including but not limited to the provisions described above, are subject to the requirements of ERISA.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

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- (a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

- (b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

(Date)

Edward Semlies

(Signature)

Edward M. Semlies / Assistant Vice President

(Name/Title)

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).