

Ready Frank J  
 Form 4  
 December 21, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Ready Frank J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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

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

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

LANCASTER, PA 17603  
 (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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)**

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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 Security (Instr. 3 and 4)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock option	\$ 29.37	12/17/2010		D <sup>(1)</sup>		29,018		10/02/2008	10/02/2016	Common Stock	29,018
Stock option	\$ 22.55	12/17/2010		A <sup>(1)</sup>	37,785			10/02/2008	10/02/2016	Common stock	37,785
Stock option	\$ 29.37	12/17/2010		D <sup>(1)</sup>		29,019		08/28/2009	10/02/2016	Common stock	29,019
Stock option	\$ 22.55	12/17/2010		A <sup>(1)</sup>	37,785			08/28/2009	10/02/2016	Common stock	37,785
Stock option	\$ 29.37	12/17/2010		D <sup>(1)</sup>		29,019		08/28/2009	10/02/2016	Common stock	29,019
Stock option	\$ 22.55	12/17/2010		A <sup>(1)</sup>	37,786			08/28/2009	10/02/2016	Common stock	37,786
Stock option	\$ 13.46	12/17/2010		D <sup>(1)</sup>		22,381		08/28/2009	02/23/2019	Common stock	22,381
Stock option	\$ 10.34	12/17/2010		A <sup>(1)</sup>	29,149			08/28/2009	02/23/2019	Common stock	29,149
Stock option	\$ 13.46	12/17/2010		D <sup>(1)</sup>		22,381		08/28/2009	02/23/2019	Common stock	22,381
Stock option	\$ 10.34	12/17/2010		A <sup>(1)</sup>	29,149			08/28/2009	02/23/2019	Common stock	29,149
Stock option	\$ 13.46	12/17/2010		D <sup>(1)</sup>		22,382		08/28/2009	02/23/2019	Common stock	22,382
Stock option	\$ 10.34	12/17/2010		A <sup>(1)</sup>	29,150			08/28/2009	02/23/2019	Common stock	29,150
Stock option	\$ 38.06	12/17/2010		D <sup>(1)</sup>		12,634		04/01/2011	04/01/2020	Common stock	12,634
Stock option	\$ 29.23	12/17/2010		A <sup>(1)</sup>	16,455			04/01/2011	04/01/2020	Common stock	16,455
Stock option	\$ 38.06	12/17/2010		D <sup>(1)</sup>		12,634		04/01/2012	04/01/2020	Common stock	12,634
Stock option	\$ 29.23	12/17/2010		A <sup>(1)</sup>	16,455			04/01/2012	04/01/2020	Common stock	16,455
Stock option	\$ 38.06	12/17/2010		D <sup>(1)</sup>		12,635		04/01/2013	04/01/2020	Common stock	12,635

Stock option \$ 29.23 12/17/2010 A<sup>(1)</sup> 16,455 04/01/2013 04/01/2020 Common stock 16,455

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ready Frank J C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603			Executive Vice President	

## Signatures

/s/ Jeffrey D. Nickel, attorney-in-fact 12/21/2010

\_\_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) The reported transactions involved an amendment of outstanding options due to the recapitalization of the Company, resulting in the deemed cancellation of the "old" options and the grant of replacement options.

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