ARMSTRONG WORLD INDUSTRIES INC
Form 4
November 06, 2013

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust

(Last) (First) (Middle)

818 N. WASHINGTON ST.

(Street)

WILMINGTON, DE 19801

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2013

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)
_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	11/04/2013		C[(1)]		1,039,777 [(1)]	D	$ 22.31	15,009,876	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Forward Sale Contract (obligation to sell) (1)	(1)	11/04/2013		C(1)			1,039,777	(1)	(1)	Common Stock	1,039,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust 818 N. WASHINGTON ST. WILMINGTON, DE 19801		X		

Signatures

/s/Edward E. Steiner, attorney-in-fact for Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust	11/06/2013
**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) On November 4, 2013, the reporting person settled a prepaid forward sale contract with TPG Partners V, L.P. and TPG Partners VI, L.P. (collectively, "TPG"). The forward sale contract obligated the reporting person to deliver to TPG cash (or elect to deliver 1,039,777 shares) on the settlement date of the forward sale contract. In exchange for assuming this obligation, the reporting person received $23,197,425 (determined by multiplying 1,039,777 shares by the per share sale price of $22.31 under the related Purchase and Sale Agreement).

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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