

Ready Frank J
Form 4
December 21, 2010

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

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

LANCASTER, PA 17603

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

Stock option	\$ 29.23	12/17/2010	A ⁽¹⁾	16,455	04/01/2013	04/01/2020	Common stock	16,4
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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, 12/21/2010
attorney-in-fact

__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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