

Maier Donald R.
Form 3
December 19, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Maier Donald R.
(Last) (First) (Middle)

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

(Street)

LANCASTER, PA 17604

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/09/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Sr. VP Global Operations

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,954	D	^
Common Stock ⁽¹⁾	4,667	D	^
Common Stock ⁽²⁾	4,140	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options <u>(3)</u>	Â <u>(3)</u>	03/02/2020	Common Stock	32,557	\$ 26.21	D	Â
Stock Options <u>(4)</u>	Â <u>(4)</u>	04/01/2020	Common Stock	19,746	\$ 29.23	D	Â
Stock Options <u>(5)</u>	Â <u>(5)</u>	03/02/2021	Common Stock	20,822	\$ 41.47	D	Â
Stock Options <u>(6)</u>	Â <u>(6)</u>	11/01/2021	Common Stock	15,504	\$ 38.65	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maier Donald R. C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17604	Â	Â	Â Sr. VP Global Operations	Â

Signatures

/s/ Christopher S. Parisi, Attorney-in-fact for Donald R. Maier 12/19/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents restricted stock units previously granted under the 2006 Long-Term Incentive Plan. The restrictions will lapse and the units will vest in two installments as follows: 2,333 shares on March 2, 2012 and 2,334 shares on March 2, 2013 (contingent upon the officer's employment on the scheduled vesting dates). Each restricted stock unit represents the right to receive one share of common stock.
 - (2) Represents restricted stock units previously granted under the 2011 Long-Term Incentive Plan. The restrictions will lapse and the units will vest on October 31, 2014 (contingent upon the officer's employment on the scheduled vesting date). Each restricted stock unit represents the right to receive one share of common stock.
 - (3) The options are non-qualified, have a ten-year term that began on March 2, 2010 and were previously granted under the 2006 Long-Term Incentive Plan. 10,852 shares vested on March 2, 2011 and the remaining options will vest in two installments as follows: 10,852 shares on March 2, 2012 and 10,853 shares on March 2, 2013. Each stock option entitles the holder to purchase one share of AWI common stock at an exercise price equal to \$26.21, which may be paid in cash or by delivering shares of AWI stock the holder has owned for at least six months. The share amount and exercise price reflects adjustments made in connection with a recapitalization of AWI stock in 2010.
 - (4) The options are non-qualified, have a ten-year term that began on April 1, 2010 and were previously granted under the 2006 Long-Term Incentive Plan. 6,582 shares vested on April 1, 2011 and the remaining shares vest in two equal installments as follows: 6,582 shares on April 1, 2012 and 6,582 shares on December 31, 2012. Each stock option entitles the holder to purchase one share of AWI common stock

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at an exercise price equal to \$29.23, which may be paid in cash or delivering shares of AWI stock the holder has owned for at least six months. The share amount and exercise price reflects adjustments made in connection with a recapitalization of AWI stock in 2010.

- (5) The options are non-qualified, have a ten-year term that began on March 2, 2011 and were previously granted under the 2006 Long-Term Incentive Plan. The options will vest in three installments as follows: 6,940 shares on March 2, 2012; 6,941 shares on March 2, 2013 and 6,941 shares on March 2, 2014. Each stock option entitles the holder to purchase one share of AWI common stock at an exercise price equal to \$41.47, which may be paid in cash or by delivering shares of AWI stock the holder has owned for at least six months.

- (6) The options are non-qualified, have a ten-year term that began on November 1, 2011 and were previously granted under the 2011 Long-Term Incentive Plan. The options will vest in three equal installments as follows: 5,168 shares on November 1, 2012; 5,168 shares on November 1, 2013 and 5,168 shares on November 1, 2014. Each stock option entitles the holder to purchase one share of AWI common stock at an exercise price equal to \$38.65, which may be paid in cash or by delivering shares of AWI stock the holder has owned for at least six months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.