

Hershey Mark A
Form 4
April 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hershey Mark A

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)
04/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GenCnsl, Compliance, Sec

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

(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)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Hershey Mark A - Form 4

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 or Number of Shares
Stock Options	\$ 46.99	04/10/2012		D ⁽¹⁾		3,868		07/01/2012	07/01/2021	Common Stock	3,868
Stock Options	\$ 40.3	04/10/2012		A ⁽¹⁾		4,510		07/01/2012	07/01/2021	Common Stock	4,510
Stock Options	\$ 46.99	04/10/2012		D ⁽¹⁾		3,868		07/01/2013	07/01/2021	Common Stock	3,868
Stock Options	\$ 40.3	04/10/2012		A ⁽¹⁾		4,510		07/01/2013	07/01/2021	Common Stock	4,510
Stock Options	\$ 46.99	04/10/2012		D ⁽¹⁾		3,868		07/01/2014	07/01/2021	Common Stock	3,868
Stock Options	\$ 40.3	04/10/2012		A ⁽¹⁾		4,510		07/01/2014	07/01/2021	Common Stock	4,510
Stock Options	\$ 50.38	04/10/2012		D ⁽¹⁾		5,085		02/28/2013	02/28/2022	Common Stock	5,085
Stock Options	\$ 43.21	04/10/2012		A ⁽¹⁾		5,929		02/28/2013	02/28/2022	Common Stock	5,929
Stock Options	\$ 50.38	04/10/2012		D ⁽¹⁾		5,085		02/28/2014	02/28/2022	Common Stock	5,085
Stock Options	\$ 43.21	04/10/2012		A ⁽¹⁾		5,930		02/28/2014	02/28/2022	Common Stock	5,930
Stock Options	\$ 50.38	04/10/2012		D ⁽¹⁾		5,085		02/28/2015	02/28/2022	Common Stock	5,085
Stock Options	\$ 43.21	04/10/2012		A ⁽¹⁾		5,930		02/28/2015	02/28/2022	Common Stock	5,930

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershey Mark A C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603			SVP, GenCnsl, Compliance, Sec	

Signatures

/s/Christopher S. Parisi,
Attorney-in-fact

04/12/2012

__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).

The reported transactions relate to an adjustment of outstanding stock options and exercise prices in connection with the Registrant's
(1) payment of a special cash dividend to shareholders on April 10, 2012, resulting in the deemed cancellation of the original options and the grant of replacement options. An adjustment is required under the terms of the underlying equity incentive plan.

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.