

Grizzle Victor
Form 4
April 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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).

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 *
Grizzle Victor

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
 Officer (give title below) _____ Other (specify below)
Executive V.P., Armstrong Bdg

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)

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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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 42.65 | 04/10/2012 | | D ⁽¹⁾ | | 4,795 | 01/17/2012 | 01/17/2021 | Common Stock | 4,795 |
| Stock Options | \$ 36.58 | 04/10/2012 | | A ⁽¹⁾ | 5,591 | | 01/17/2012 | 01/17/2021 | Common Stock | 5,591 |
| Stock Options | \$ 42.65 | 04/10/2012 | | D ⁽¹⁾ | | 4,795 | 01/17/2013 | 01/17/2021 | Common Stock | 4,795 |
| Stock Options | \$ 36.58 | 04/10/2012 | | A ⁽¹⁾ | 5,591 | | 01/17/2013 | 01/17/2021 | Common Stock | 5,591 |
| Stock Options | \$ 42.65 | 04/10/2012 | | D ⁽¹⁾ | | 4,795 | 01/17/2014 | 01/17/2021 | Common Stock | 4,795 |
| Stock Options | \$ 36.58 | 04/10/2012 | | A ⁽¹⁾ | 5,591 | | 01/17/2014 | 01/17/2021 | Common Stock | 5,591 |
| Stock Options | \$ 41.47 | 04/10/2012 | | D ⁽¹⁾ | | 7,808 | 03/02/2012 | 03/02/2021 | Common Stock | 7,808 |
| Stock Options | \$ 35.57 | 04/10/2012 | | A ⁽¹⁾ | 9,105 | | 03/02/2012 | 03/02/2021 | Common Stock | 9,105 |
| Stock Options | \$ 41.47 | 04/10/2012 | | D ⁽¹⁾ | | 7,808 | 03/02/2013 | 03/02/2021 | Common Stock | 7,808 |
| Stock Options | \$ 35.57 | 04/10/2012 | | A ⁽¹⁾ | 9,105 | | 03/02/2013 | 03/02/2021 | Common Stock | 9,105 |
| Stock Options | \$ 41.47 | 04/10/2012 | | D ⁽¹⁾ | | 7,808 | 03/02/2014 | 03/02/2021 | Common Stock | 7,808 |
| Stock Options | \$ 35.57 | 04/10/2012 | | A ⁽¹⁾ | 9,105 | | 03/02/2014 | 03/02/2021 | Common Stock | 9,105 |
| Stock Options | \$ 50.38 | 04/10/2012 | | D ⁽¹⁾ | | 7,845 | 02/28/2013 | 02/28/2022 | Common Stock | 7,845 |
| Stock Options | \$ 43.21 | 04/10/2012 | | A ⁽¹⁾ | 9,148 | | 02/28/2013 | 02/28/2022 | Common Stock | 9,148 |
| Stock Options | \$ 50.38 | 04/10/2012 | | D ⁽¹⁾ | | 7,845 | 02/28/2014 | 02/28/2022 | Common Stock | 7,845 |
| Stock Options | \$ 43.21 | 04/10/2012 | | A ⁽¹⁾ | 9,148 | | 02/28/2014 | 02/28/2022 | Common Stock | 9,148 |

| | | | | | | | | |
|---------------|----------|------------|------------------|-------|------------|------------|--------------|-------|
| Stock Options | \$ 50.38 | 04/10/2012 | D ⁽¹⁾ | 7,846 | 02/28/2015 | 02/28/2022 | Common Stock | 7,846 |
| Stock Options | \$ 43.21 | 04/10/2012 | A ⁽¹⁾ | 9,149 | 02/28/2015 | 02/28/2022 | Common Stock | 9,149 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grizzle Victor C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603 | | | Executive V.P., Armstrong Bdg | |

Signatures

/s/Robert J. Sandkuhler,
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.