

ARMSTRONG WORLD INDUSTRIES INC  
Form 8-K  
October 30, 2008

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 30, 2008**

**ARMSTRONG WORLD INDUSTRIES, INC.**  
(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other Jurisdiction of Incorporation)	<b>1-2116</b> (Commission File Number)	<b>23-0366390</b> (IRS Employer Identification No.)
--	---	--

<b>P.O. Box 3001, Lancaster, Pennsylvania</b> (Address of Principal Executive Offices)	<b>17604</b> (Zip Code)
---	----------------------------

Registrant's telephone number, including area code: **(717) 397-0611**

**NA**  
(Former name or former address if changed since last report.)  
Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Section 1 Registrant's Business and Operations**

### **Item 1.01. Entry into a Material Definitive Agreement**

See discussion below under Item 5.02.

## **Section 2 Financial Information**

### **Item 2.02. Results of Operations and Financial Condition.**

On October 30, 2008, Armstrong World Industries, Inc. issued a press release regarding its financial results for the fiscal quarter ended September 30, 2008. The full text of the press release is attached hereto as Exhibit 99.1.

## **Section 5 Corporate Governance and Management**

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Armstrong World Industries, Inc. elected Stanley A. Askren and Jon A. Boscia to its Board of Directors at a meeting held October 27, 2008. Mr. Askren will serve on the Audit Committee and Mr. Boscia will serve on the Management Development and Compensation Committee and the Nominating and Governance Committee. A press release announcing the election is attached hereto as Exhibit 99.2.

The Board also authorized the 2008 annual grant of 4963 stock units to non-employee Directors pursuant to the 2008 Directors Stock Unit Plan (Plan). The Plan provides for the grant of stock units to non-employee directors of the Company as payment for a portion of the director's annual retainer. The units vest on the one-year anniversary of award or, if earlier, the date of a change in control event, contingent upon the director's continued service through such date. In addition to receiving the 2008 annual grant, Messrs. Askren and Boscia, as newly elected non-employee directors, were also each awarded a one-time grant of 6000 stock units vesting with respect to one-third of the units on each of the first three annual anniversaries of the date of the award or, if earlier, the date of a change in control event, contingent upon the director's continued service through such date.

The Plan is incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 wherein it appeared as Exhibit No. 10.38. The Unit Agreement form granting the one-time award, the Unit Agreement form granting the annual grant and the Schedule of Participating Directors are incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, wherein they appear as Exhibit No. 10.34, Exhibit No. 10.35 and Exhibit No. 10.36.

The Company also entered into an Indemnification Agreement with each of Mr. Askren and Mr. Boscia providing for indemnification against liabilities relating to their services as directors. The form Indemnification Agreement is incorporated by reference from the Current Report on Form 8-K filed on October 2, 2006, wherein it appeared as Exhibit No. 10.8.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

No. 99.1 Press Release of Armstrong World Industries, Inc. dated October 30, 2008, regarding its financial results for the fiscal quarter ended September 30, 2008.

No. 99.2 Press Release of Armstrong World Industries, Inc. dated October 30, 2008, regarding the election of Stanley A. Askren and Jon A. Boscia to the Board.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARMSTRONG WORLD INDUSTRIES, INC.

By: /s/Jeffrey D. Nickel

Jeffrey D. Nickel  
Senior Vice President, Secretary and General Counsel

Date: October 30, 2008

EXHIBIT INDEX

Exhibit No.	Description
No. 99.1	Armstrong World Industries, Inc. press release dated October 30, 2008, regarding its financial results for the fiscal quarter ended September 30, 2008.
No. 99.2	Armstrong World Industries, Inc. press release dated October 30, 2008, regarding the election of Stanley A. Askren and Jon A. Boscia to the Board.