

Grizzle Victor
Form 4
January 25, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
2500 COLUMBIA AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P., Armstrong Bdg

LANCASTER, PA 17603

(City) (State) (Zip)

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

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) Price			
Common Stock ⁽¹⁾	01/17/2011		A	5,862 A \$ 0	5,862 ⁽¹⁾	D	

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: Grizzle Victor - 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)	8. Amount or Number of Shares
Stock Options <u>(2)</u>	\$ 42.65	01/17/2011		A	14,385	<u>(2)</u> 01/17/2021	Common Stock <u>(2)</u>	14,385 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grizzle Victor 2500 COLUMBIA AVENUE LANCASTER, PA 17603			Executive V.P., Armstrong Bdg	

Signatures

/s/Mary J. Huwaldt, power of attorney for Victor Grizzle 01/24/2011

**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).

Represents restricted stock units granted under AWI's 2006 Long-Term Incentive Plan. The restrictions will lapse and the units will vest in three installments as follows: 1,954 shares on January 16, 2012; 1,954 shares on January 16, 2013; and 1,954 shares on January 16, 2014. Each restricted stock unit represents the right to receive one share of common stock; however, the Management Development and Compensation Committee of the Company may settle the restricted stock units in cash if insufficient shares are available at the end of the restriction periods.

The options are non-qualified and have a ten year term starting January 17, 2011. The options will vest in three equal installments as follows: 4,795 shares on January 17, 2012; 4,795 shares on January 17, 2013; and 4,795 shares on January 17, 2014. Each stock option entitles the holder to purchase one share of AWI common stock at an exercise price equal to \$42.65, 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.