

ARMSTRONG WORLD INDUSTRIES INC

Form 4

November 07, 2008

FORM 4

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

OMB APPROVAL

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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 *
Sanders Alexander M JR

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)
C/O ARMSTRONG WORLD INDUSTRIES, INC., P.O. BOX 3001

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
LANCASTER, PA 17604

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

(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)
			Code	V	Amount	(A) or (D)			
Common stock	11/05/2008		M		2,183	A	0	D	
Common stock	11/05/2008		M		6,000	A	0	D	
Common stock	11/05/2008		M		2,125	A	15,271 ⁽²⁾	D	

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

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

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom stock	(1)	11/05/2008		M	2,183	10/23/2007 (4)	Common stock	2,183
Phantom stock	(1)	11/05/2008		M	6,000	(3) (4)	Common stock	6,000
Phantom stock	(1)	11/05/2008		M	2,125	10/22/2008 (4)	Common stock	2,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanders Alexander M JR C/O ARMSTRONG WORLD INDUSTRIES, INC. P.O. BOX 3001 LANCASTER, PA 17604	X			

Signatures

Michele M. Nicholas, by Power of Attorney
11/07/2008

__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).
- (1) Converted on a 1 for 1 basis for restricted common stock pursuant to the 2008 Directors Stock Plan.
- (2) 2000 of which vest October 23, 2009; 4963 which vest October 28, 2009.
- (3) 2000 of which vest October 23, 2009.

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- (4) Date of payment is the earlier of (i) the six months anniversary of the director's separation from service for any reason other than for removal for cause or (ii) date of any change in control under 409A.

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.