

BONDERMAN DAVID
Form 4
October 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
BONDERMAN DAVID

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)
10/02/2009

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

C/O TPG CAPITAL, L.P., 301 COMMERCE STREET, SUITE 3300

(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

FORT WORTH, TX 76102

(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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 10/02/2009 | | P | (A) 1,892 or (D) 22.31 | \$ 7,001,892 ⁽¹⁾ ₍₂₎ | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(4)</u> |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BONDERMAN DAVID C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | X | X | | |

Signatures

/s/ Clive D. Bode, on behalf of David Bonderman (5) 10/05/2009

__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).
- David Bonderman (the "Reporting Person") is an officer, director and shareholder of each of TPG Advisors V, Inc., a Delaware corporation ("Advisors V") and TPG Advisors VI, Inc., a Delaware corporation ("Advisors VI"). Advisors V is the general partner of
- (1) TPG GenPar V, L.P., a Delaware limited partnership, which is the sole general partner of TPG Partners V, L.P., a Delaware limited partnership ("Partners V"), which in turn is the managing member of Armor TPG Holdings LLC, a Delaware limited liability company ("Armor"), which directly holds the 7,001,892 shares of common stock of Armstrong World Industries, Inc. ("AWI") reported herein.
 - (2) Prior to the closing of the Purchase and Sale Agreement dated as of August 10, 2009 (the "PSA") by and among Partners V and TPG Partners VI, L.P. (collectively, the "TPG Partners") and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, the TPG Partners assigned their rights and obligations under the PSA to Armor.
 - (3) 1,892 shares were validly tendered and accepted for payment through a tender offer (the "Tender Offer") to purchase 4,435,935 shares of common stock of AWI. The Tender Offer was made to fulfill obligations that arose under AWI's Amended and Restated Articles of Incorporation following Armor's purchase of AWI common stock and entry into a prepaid share forward transaction pursuant to the PSA.
 - (4)

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Because of the Reporting Person's relationship to Armor, for reporting purposes under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Person may be deemed to beneficially own the AWI common stock held by Armor to the extent of the greater of his direct or indirect pecuniary interests in the profits or capital accounts of Armor. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting

Remarks:

(5) Clive D. Bode is signing on behalf of Mr. Bonderman pursuant to the authorization and designation letter dated September 1, 2009, which was previously filed with the Securities and Exchange Commission.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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