

Maier Donald R.
Form 4
April 12, 2012

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 *
Maier Donald R.

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP Global Operations

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.

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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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 26.21	04/10/2012		D ⁽¹⁾		10,852	03/02/2011	03/02/2020	Common Stock	10,852
Stock Options	\$ 22.48	04/10/2012		A ⁽¹⁾	12,654		03/02/2011	03/02/2020	Common Stock	12,654
Stock Options	\$ 26.21	04/10/2012		D ⁽¹⁾		10,852	03/02/2012	03/02/2020	Common Stock	10,852
Stock Options	\$ 22.48	04/10/2012		A ⁽¹⁾	12,654		03/02/2012	03/02/2020	Common Stock	12,654
Stock Options	\$ 26.21	04/10/2012		D ⁽¹⁾		10,853	03/02/2013	03/02/2020	Common Stock	10,853
Stock Options	\$ 22.48	04/10/2012		A ⁽¹⁾	12,655		03/02/2013	03/02/2020	Common Stock	12,655
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		6,582	04/01/2011	04/01/2020	Common Stock	6,582
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾	7,675		04/01/2011	04/01/2020	Common Stock	7,675
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		6,582	04/01/2012	04/01/2020	Common Stock	6,582
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾	7,675		04/01/2012	04/01/2020	Common Stock	7,675
Stock Options	\$ 29.23	04/10/2012		D ⁽¹⁾		6,582	12/31/2012	04/01/2020	Common Stock	6,582
Stock Options	\$ 25.07	04/10/2012		A ⁽¹⁾	7,676		12/31/2012	04/01/2020	Common Stock	7,676
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		6,940	03/02/2012	03/02/2021	Common Stock	6,940
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾	8,093		03/02/2012	03/02/2021	Common Stock	8,093
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		6,941	03/02/2013	03/02/2021	Common Stock	6,941
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾	8,094		03/02/2013	03/02/2021	Common Stock	8,094
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		6,941	03/02/2014	03/02/2021	Common Stock	6,941

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Stock Options	\$ 35.57	04/10/2012	A ⁽¹⁾	8,094	03/02/2014	03/02/2021	Common Stock	8,094
Stock Options	\$ 38.65	04/10/2012	D ⁽¹⁾	5,168	11/01/2012	11/01/2021	Common Stock	5,168
Stock Options	\$ 33.15	04/10/2012	A ⁽¹⁾	6,026	11/01/2012	11/01/2021	Common Stock	6,026
Stock Options	\$ 38.65	04/10/2012	D ⁽¹⁾	5,168	11/01/2013	11/01/2021	Common Stock	5,168
Stock Options	\$ 33.15	04/10/2012	A ⁽¹⁾	6,026	11/01/2013	11/01/2021	Common Stock	6,026
Stock Options	\$ 38.65	04/10/2012	D ⁽¹⁾	5,168	11/01/2014	11/01/2021	Common Stock	5,168
Stock Options	\$ 33.15	04/10/2012	A ⁽¹⁾	6,026	11/01/2014	11/01/2021	Common Stock	6,026
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	9,685	02/28/2013	02/28/2022	Common Stock	9,685
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	11,294	02/28/2013	02/28/2022	Common Stock	11,294
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	9,685	02/28/2014	02/28/2022	Common Stock	9,685
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	11,294	02/28/2014	02/28/2022	Common Stock	11,294
Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	9,686	02/28/2015	02/28/2022	Common Stock	9,686
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	11,294	02/28/2015	02/28/2022	Common Stock	11,294

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maier Donald R. C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603			Sr. VP Global Operations	

Signatures

/s/Christopher S. Parisi,
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.

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