

Armstrong Flooring, Inc.
Form 4
April 13, 2016

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 *
Schulz David S.

(Last) (First) (Middle)

C/O ARMSTRONG FLOORING, INC., 2500 COLUMBIA AVENUE, P.O. BOX 3025

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Armstrong Flooring, Inc. [AFI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP and COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 1,998 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4) | 8. Deriv | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit (2) | (2) | | | | | (3) | (3) | Common Stock | 30,615 |
| Restricted Stock Unit (2) | (2) | | | | | (4) | (4) | Common Stock | 7,150 |
| Stock Option | \$ 14.55 | | | | | (5) | 02/25/2024 | Common Stock | 46,400 |
| Stock Option | \$ 13.98 | | | | | (6) | 02/20/2023 | Common Stock | 13,337 |
| Stock Option | \$ 11.67 | | | | | (7) | 02/28/2022 | Common Stock | 15,874 |
| Stock Option | \$ 11 | | | | | (8) | 06/01/2021 | Common Stock | 16,559 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schulz David S. C/O ARMSTRONG FLOORING, INC. 2500 COLUMBIA AVENUE, P.O. BOX 3025 LANCASTER, PA 17603 | | | SVP and COO | |

Signatures

/s/ Christopher S. Parisi,
Attorney-in-Fact
Date: 04/13/2016

**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).

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- (1) Shares acquired in a pro rata distribution by Armstrong World Industries, Inc. ("AWI") as a result of the spin-off of the Issuer from AWI, effective on April 1, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2016 Long-Term Incentive Plan.
The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 15,307 on the second anniversary of the grant, and (2) 15,308 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2016 Long-Term Incentive Plan).
- (3) The restricted stock units were granted to the Reporting Person on February 25, 2014 and will vest on December 31, 2016 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2016 Long-Term Incentive Plan).
- (4) The stock options were granted on February 25, 2014 and 30,932 have vested; the remaining 15,468 unvested stock options will vest and become exercisable on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2016 Long-Term Incentive Plan).
- (5) The stock options were granted on February 20, 2013 and have vested.
- (6) The stock options were granted on February 28, 2012 and have vested.
- (7) The stock options were granted on June 1, 2011 and have vested.
- (8)

Remarks:

NOTE: All derivative securities on Table II granted prior to April 1, 2016 were originally issued by AWI and, as a result of the

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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