

ARMSTRONG WORLD INDUSTRIES INC

Form 4

April 13, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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 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 \*  
 MacNeal Brian L

(Last) (First) (Middle)

C/O ARMSTRONG WORLD  
 INDUSTRIES, INC., 2500  
 COLUMBIA AVENUE, P.O. BOX  
 3001

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol  
 ARMSTRONG WORLD  
 INDUSTRIES INC [AWI]

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)  
 CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   |                                      | Code V Amount (D) Price  |  |  |   |
| Common<br>Stock                       |   |   |                                      |  | 594  | 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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |   |
| Restricted Stock Units <u>(1)</u>          | <u>(1)</u>   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>      | Common Stock  | 1,958                      |   |
| Restricted Stock Units <u>(1)</u>          | <u>(1)</u>   |                                      |  |                                |   | <u>(3)</u>   | <u>(3)</u>      | Common Stock  | 573                        |   |
| Stock Options                              | \$ 49.96   |                                      |  |                                |   | <u>(4)</u>   | 06/24/2024      | Common Stock  | 3,740                      |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| MacNeal Brian L<br>C/O ARMSTRONG WORLD INDUSTRIES, INC.<br>2500 COLUMBIA AVENUE, P.O. BOX 3001<br>LANCASTER, PA 17603 | CFO                              |

## Signatures

/s/ Bryan Y.M. Tham,  
Attorney-in-Fact 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).

(1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2011 Long-Term Incentive Plan.

(2) The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 979 on the second anniversary of the grant, and (2) 979 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 2011 Long-Term Incentive Plan).

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- (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 2011 Long-Term Incentive Plan).

- (4) The stock options were granted on June 24, 2014 and 1,246 have vested; the remaining unvested stock options will vest and become exercisable as follows: (1) 1,247 on the second anniversary of the grant, and (2) 1,247 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 2011 Long-Term Incentive Plan).

### Remarks:

NOTE: All derivative securities on Table II have been adjusted as a result of the spin-off of Armstrong Flooring, Inc., effective

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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