BONDERMAN DAVID

Form 4

August 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BONDERMAN DAVID**

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Issuer

ARMSTRONG WORLD

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

INDUSTRIES INC [AWI]

(Month/Day/Year) 08/15/2011

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

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

3300

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

FORT WORTH, TX 76102

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transac Code (Instr. 8		5. orNumber of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	r ive ies ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code	V	(A) (D	-	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Prepaid Forward Contract	(3)	08/15/2011		J		1		(3)	04/04/2012	Common Stock, par value \$0.01 per share	36,307	(3)
Prepaid Forward Contract	(4)	08/16/2011		J		1		<u>(4)</u>	04/04/2012	Common Stock, par value \$0.01 per share	41,295	<u>(4)</u>

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/ Ronald Cami, on behalf of David 08/17/2010 Bonderman (6) **Signature of Reporting Person

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 a director, officer and shareholder of TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation, which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a **(1)** Delaware limited partnership, which is the sole member of both TPG GenPar V Advisors, LLC, a Delaware limited liability company ("Advisors V") and TPG GenPar VI Advisors, LLC, a Delaware limited liability company ("Advisors VI"). Mr. Bonderman is a director, officer and shareholder of TPG Advisors VI, Inc., a Delaware Corporation ("TPG Advisors VI").

Date

(2)

Reporting Owners 2

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Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of TPG Partners V, L.P. a Delaware limited partnership ("Partners V"), TPG FOF V-A, L.P., a Delaware limited partnership ("FOF V-A"), and TPG FOF V-B, L.P., a Delaware limited partnership ("FOF V-B"). Advisors VI is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("Partners VI"). TPG Advisors VI is the general partner of FOF VI SPV, L.P., a Delaware limited partnership ("FOF VI"). Partners V is the managing member of Armor TPG Holdings LLC ("Armor TPG"), whose membership interests are, collectively, wholly owned by Partners V, Partners VI, FOF V-A, FOF V-B and FOF VI. Armor TPG directly holds 7,001,892 shares of Common Stock of the Issuer.

- On August 15, 2011, Armor TPG entered into a forward transaction with Societe Generale ("SG") (the "August 15 Forward Transaction") with respect to 36,307 shares of Common Stock of the Issuer at a forward price of \$37.8189 per share. Subject to Armor TPG's right to accelerate the settlement of the August 15 Forward Transaction upon one business day's notice, the August 15 Forward Transaction will settle on April 4, 2012. At the election of Armor TPG, the August 15 Forward Transaction may be settled in cash or by delivery of Common Stock to Armor TPG; provided that (i) cash settlement may not be elected before a date at least six months following the Transaction Date and (ii) physical settlement may not be elected unless certain conditions have been satisfied.
- On August 16, 2011, Armor TPG entered into a forward transaction with SG (the "August 16 Forward Transaction") with respect to 41,295 shares of Common Stock of the Issuer at a forward price of \$37.9602 per share. Subject to Armor TPG's right to accelerate the settlement of the August 16 Forward Transaction upon one business day's notice, the August 16 Forward Transaction will settle on April 4, 2012. At the election of Armor TPG, the August 16 Forward Transaction may be settled in cash or by delivery of Common Stock to Armor TPG; provided that (i) cash settlement may not be elected before a date at least six months following the Transaction Date and (ii) physical settlement may not be elected unless certain conditions have been satisfied.
- Because of the Reporting Person's relationship to Armor TPG, 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 Common Stock beneficially owned by Armor TPG to the extent of the greater of its respective direct or indirect pecuniary interests in the profits or capital accounts of Armor TPG. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any shares of Common Stock of the Issuer in excess of such amounts.

Remarks:

(6) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to the authorization and designation letter dated July 1, 2010 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.