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ARMSTRONG WORLD INDUSTRIES INC Form 4 February 23, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Schulz David S. Issuer Symbol ARMSTRONG WORLD (Check all applicable) **INDUSTRIES INC [AWI]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O 2500 COLUMBIA AVE 02/19/2015 SVP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LANCASTER, PA 17603 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 02/19/2015 Μ 664⁽¹⁾ A \$0 1.048 D Stock Common 245 (2) D 02/19/2015 F 803 D 53.89 Stock

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)	4. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Seci (Ins
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Restricted Stock Units	(3)	02/19/2015	А	664	<u>(4)</u>	(5)	Common Stock	664	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Schulz David S. C/O 2500 COLUMBIA AVE LANCASTER, PA 17603			SVP and CFO			
Signatures						
/s/Christopher S. Parisi, Attorney-in-fact	02/23/2015					
<u>**</u> 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).
- Reflects the conversion of previously granted performance restricted stock units into shares of Issuer's common stock in connection with (1)the vesting of the units based on underlying performance metrics.
- Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of performance (2)restricted stock units granted to the Reporting Person under the Issuer's 2006 Long-Term Incentive Plan.
- (3) Each performance restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

The performance restricted stock units were granted upon achievement of certain performance metrics pursuant to the performance-based restricted stock units granted on February 28, 2012 under the Issuer's 2006 Long-Term Incentive Plan. The performance period for the

(4) restricted stock units was January 1, 2012 to December 31, 2014, with vesting subject to approval of the performance calculation by the Management Development and Compensation Committee of the Issuer's Board of Directors. This approval was obtained on February 19, 2015.

(5) Not applicable.

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

Reporting Owners

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