

McNamara Stephen F  
 Form 4  
 December 21, 2010

**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 \*  
 McNamara Stephen F

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)  
 12/17/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President and Controller

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

(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)	Price		
				Code	V	Amount	

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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 29.37	12/17/2010		D <sup>(1)</sup>		2,628	10/02/2008	10/02/2016	Common Stock	2,628
Stock Option	\$ 22.55	12/17/2010		A <sup>(1)</sup>	3,422		10/02/2008	10/02/2016	Common Stock	3,422
Stock Option	\$ 29.37	12/17/2010		D <sup>(1)</sup>		2,629	08/28/2009	08/28/2014	Common Stock	2,629
Stock Option	\$ 22.55	12/17/2010		A <sup>(1)</sup>	3,423		08/28/2009	08/28/2014	Common Stock	3,423
Stock Option	\$ 29.37	12/17/2010		D <sup>(1)</sup>		2,629	08/28/2009	08/28/2014	Common Stock	2,629
Stock Option	\$ 22.55	12/17/2010		A <sup>(1)</sup>	3,423		08/28/2009	08/28/2014	Common Stock	3,423
Stock Option	\$ 13.46	12/17/2010		D <sup>(1)</sup>		9,798	08/28/2009	08/28/2014	Common Stock	9,798
Stock Option	\$ 10.34	12/17/2010		A <sup>(1)</sup>	12,761		08/28/2009	08/28/2014	Common Stock	12,761
Stock Option	\$ 38.06	12/17/2010		D <sup>(1)</sup>		1,494	04/01/2011	04/01/2020	Common Stock	1,494
Common Stock	\$ 29.23	12/17/2010		A <sup>(1)</sup>	1,946		04/01/2011	04/01/2020	Common Stock	1,946
Stock Option	\$ 38.06	12/17/2010		D <sup>(1)</sup>		1,495	04/01/2012	04/01/2020	Common Stock	1,495
Stock Option	\$ 29.23	12/17/2010		A <sup>(1)</sup>	1,947		04/01/2012	04/01/2020	Common Stock	1,947
Stock Option	\$ 38.06	12/17/2010		D <sup>(1)</sup>		1,495	04/01/2013	04/01/2020	Common Stock	1,495
Stock Option	\$ 29.23	12/17/2010		A <sup>(1)</sup>	1,947		04/01/2013	04/01/2020	Common Stock	1,947

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

McNamara Stephen F  
C/O ARMSTRONG WORLD INDUSTRIES, INC.  
2500 COLUMBIA AVENUE  
LANCASTER, PA 17603

Vice President and Controller

## Signatures

/s/ Robert J. Sandkuhler,  
attorney-in-fact

12/21/2010

\_\_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) The reported transactions involved an amendment of outstanding options due to the recapitalization of the Company, resulting in the deemed cancellation of the "old" options and the grant of replacement options.

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.