

ARMSTRONG WORLD INDUSTRIES INC

Form 3/A

April 13, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Cookson David S

(Last) (First) (Middle)

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

(Street)

LANCASTER,Â PAÂ 17603

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/30/2016

3. Issuer Name and Ticker or Trading Symbol

ARMSTRONG WORLD INDUSTRIES INC [AWI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, North America

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

04/11/2016

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 Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

17,938

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	3,146	\$ (1)	D	Â
Stock Options	Â (3)	02/25/2024	Common Stock	6,747	\$ 53.87	D	Â
Stock Options	Â (4)	02/20/2023	Common Stock	6,320	\$ 51.76	D	Â
Stock Options	Â (5)	02/28/2022	Common Stock	10,867	\$ 43.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cookson David S C/O ARMSTRONG WORLD INDUSTRIES INC. 2500 COLUMBIA AVENUE, P.O. BOX 3001 LANCASTER, PA 17603	Â	Â	Â SVP, North America	Â

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 5(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.

The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 1,573 on the second anniversary of the grant, and (2) 1,573 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).

(3) The stock options were granted on February 25, 2014 and 4,498 have vested; the remaining 2,249 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 2011 Long-Term Incentive Plan).

(4) The stock options were granted on February 20, 2013 and have vested.

(5) The stock options were granted on February 28, 2012 and have vested.

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Remarks:

SeeÂ ExhibitÂ 24Â PowerÂ ofÂ Attorney

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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