

Romano Ellen R.
Form 4
November 22, 2017

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

OMB APPROVAL
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Check this box 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 *
Romano Ellen R.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Human Resources

(Last) (First) (Middle)
C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2017

LANCASTER, PA 17603
(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/22/2017 | | M | | 2,743 | A | \$ 54.58 |
| Common Stock | 11/22/2017 | | M | | 3,426 | A | \$ 54.61 |
| Common Stock | 11/22/2017 | | M | | 3,042 | A | \$ 54.74 |
| Common Stock | 11/22/2017 | | M | | 9,022 | A | \$ 54.62 |
| | 11/22/2017 | | M | | 10,074 | A | 40,333 |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|-------|-----|-------|-------|---|
| Common Stock | | | | | \$ | | | | |
| | | | | | 54.71 | | | | |
| Common Stock | 11/22/2017 | | S | 33,087 | D | \$ | 54.68 | 7,246 | D |
| | | | | | | (1) | | | |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Options - Right to Buy | \$ 31.15 | 11/22/2017 | | M | 2,743 | (2) 03/02/2021 | Common Stock 2,743 |
| Stock Options (Right to Buy) | \$ 37.83 | 11/22/2017 | | M | 3,426 | (3) 02/28/2022 | Common Stock 3,426 |
| Stock Options (Right to Buy) | \$ 45.32 | 11/22/2017 | | M | 3,042 | (4) 02/20/2023 | Common Stock 3,042 |
| Stock Options (Right to Buy) | \$ 43.31 | 11/22/2017 | | M | 9,022 | (5) 07/30/2023 | Common Stock 9,022 |
| Stock Options (Right to Buy) | \$ 47.17 | 11/22/2017 | | M | 10,074 | (6) 02/25/2024 | Common Stock 10,074 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Romano Ellen R. C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603 | | | SVP, Human Resources | |

Signatures

/s/Bryan Y.M. Tham,
Attorney-in-fact

11/22/2017

__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).

The sale price represents the weighted average price of the shares sold ranging from \$54.55 to \$54.93 per share. Upon request by the

- (1) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (2) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (March 2, 2011), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (3) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 28, 2012), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (4) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 20, 2013), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (5) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (July 30, 2013), contingent upon the Reporting Person's employment on the scheduled vesting date.
- (6) The options vest and become exercisable in three equal installments at the first, second and third anniversaries of the grant date (February 25, 2014), contingent upon the Reporting Person's employment on the scheduled vesting date.

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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