

Romano Ellen R.
Form 4
November 22, 2017

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

Edgar Filing: Romano Ellen R. - Form 4

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	<u>(2)</u> 03/02/2021	Common Stock	2,743	
Stock Options (Right to Buy)	\$ 37.83	11/22/2017		M	3,426	<u>(3)</u> 02/28/2022	Common Stock	3,426	
Stock Options (Right to Buy)	\$ 45.32	11/22/2017		M	3,042	<u>(4)</u> 02/20/2023	Common Stock	3,042	
Stock Options (Right to Buy)	\$ 43.31	11/22/2017		M	9,022	<u>(5)</u> 07/30/2023	Common Stock	9,022	
Stock Options (Right to Buy)	\$ 47.17	11/22/2017		M	10,074	<u>(6)</u> 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, 11/22/2017
 Attorney-in-fact

**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. 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.