

ARMSTRONG WORLD INDUSTRIES INC

Reported by
TEMPLIN ROY W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/18/17 for the Period Ending 07/14/17

| | |
|-------------|--|
| Address | 2500 COLUMBIA AVE LANCASTER, PA 17603 |
| Telephone | 7173970611 |
| CIK | 0000007431 |
| Symbol | AWI |
| SIC Code | 3089 - Plastics Products, Not Elsewhere Classified |
| Industry | Construction Materials |
| Sector | Basic Materials |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| TEMPLIN ROY W (Last) (First) (Middle) | | ARMSTRONG WORLD INDUSTRIES INC [AWI] | | <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) | |
| C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVENUE (Street) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| LANCASTER, PA 17603 (City) (State) (Zip) | | 7/14/2017 | | | |
| | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (1) | 7/14/2017 | | A | | 2298 (2) | A | \$0 | 7114 (3) | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|--|-----|--|--------------------|---|--|---|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

- Restricted stock units granted under the 2016 Directors Stock Unit Plan, as amended, and as part of the Issuer's nonemployee Director Compensation Program. The units vest (contingent upon the Director's continued service as of such date) on the earlier of (i) the one-year anniversary of the grant; (ii) the death or total and permanent disability of the Director; or (iii) the date of any Change in Control Event (as defined in the Plan). Vested units will be acquirable by the Director, at the election of the Director: (i) at the vesting of the units at the one-year anniversary of the grant of (ii) at the time of the Director's termination of service.
- Represents an annual grant of restricted stock units as the equity portion of the Directors retainer for Board service under the Issuer's nonemployee Director Compensation Program. The grant date fair value of the units is calculated under the Financial Accounting Standards Board's Accounting Standards Codification Topic 718 using the closing stock price of the Issuer's common shares on July 14, 2017 the first business day following the Issuer's Annual Meeting of Shareholders, which price was \$45.70.
- Includes vested and unvested units as well as units not yet acquirable by the Director. Under the terms of the 2008 Directors Stock Unit Plan, as amended (the "2008 Plan"), vested units under the 2008 Plan are not acquirable by the Director until (i) for those restricted stock units granted prior to June 2011, six (6) months following the termination of service on the Issuer's Board of Directors, and, (ii) for those units granted during and after June 2011, at the time of termination of service on the Issuer's Board of Directors. Under the terms of the 2016 Directors Stock Unit Plan, as amended (the "2016 Plan"), vested units under the 2016 Plan are not acquirable by the Director until, at the election of the Director: (i) the vesting of the units at the one-year anniversary of the grant or (ii) the time of the Director's termination of service. Also includes 2,670 shares of Common Stock held by the Director.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMPLIN ROY W C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603 | X | | | |

Signatures

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

7/18/2017

**
—Signature of Reporting Person

Date

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

* 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).

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

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.