

Grizzle Victor
Form 4
April 12, 2012

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 *
Grizzle Victor

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)
04/10/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Executive V.P., Armstrong Bdg

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

(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)	Code V Amount (D) Price		

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

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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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 42.65	04/10/2012		D ⁽¹⁾		4,795	01/17/2012	01/17/2021	Common Stock	4,795
Stock Options	\$ 36.58	04/10/2012		A ⁽¹⁾	5,591		01/17/2012	01/17/2021	Common Stock	5,591
Stock Options	\$ 42.65	04/10/2012		D ⁽¹⁾		4,795	01/17/2013	01/17/2021	Common Stock	4,795
Stock Options	\$ 36.58	04/10/2012		A ⁽¹⁾	5,591		01/17/2013	01/17/2021	Common Stock	5,591
Stock Options	\$ 42.65	04/10/2012		D ⁽¹⁾		4,795	01/17/2014	01/17/2021	Common Stock	4,795
Stock Options	\$ 36.58	04/10/2012		A ⁽¹⁾	5,591		01/17/2014	01/17/2021	Common Stock	5,591
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		7,808	03/02/2012	03/02/2021	Common Stock	7,808
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾	9,105		03/02/2012	03/02/2021	Common Stock	9,105
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		7,808	03/02/2013	03/02/2021	Common Stock	7,808
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾	9,105		03/02/2013	03/02/2021	Common Stock	9,105
Stock Options	\$ 41.47	04/10/2012		D ⁽¹⁾		7,808	03/02/2014	03/02/2021	Common Stock	7,808
Stock Options	\$ 35.57	04/10/2012		A ⁽¹⁾	9,105		03/02/2014	03/02/2021	Common Stock	9,105
Stock Options	\$ 50.38	04/10/2012		D ⁽¹⁾		7,845	02/28/2013	02/28/2022	Common Stock	7,845
Stock Options	\$ 43.21	04/10/2012		A ⁽¹⁾	9,148		02/28/2013	02/28/2022	Common Stock	9,148
Stock Options	\$ 50.38	04/10/2012		D ⁽¹⁾		7,845	02/28/2014	02/28/2022	Common Stock	7,845
Stock Options	\$ 43.21	04/10/2012		A ⁽¹⁾	9,148		02/28/2014	02/28/2022	Common Stock	9,148

Stock Options	\$ 50.38	04/10/2012	D ⁽¹⁾	7,846	02/28/2015	02/28/2022	Common Stock	7,846
Stock Options	\$ 43.21	04/10/2012	A ⁽¹⁾	9,149	02/28/2015	02/28/2022	Common Stock	9,149

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grizzle Victor C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603			Executive V.P., Armstrong Bdg	

Signatures

/s/Robert J. Sandkuhler, 04/12/2012
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 reported transactions relate to an adjustment of outstanding stock options and exercise prices in connection with the Registrant's

- (1) payment of a special cash dividend to shareholders on April 10, 2012, resulting in the deemed cancellation of the original options and the grant of replacement options. An adjustment is required under the terms of the underlying equity incentive plan.

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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