

Armstrong Flooring, Inc.  
Form 4  
April 13, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rice Dominic

(Last) (First) (Middle)

C/O ARMSTRONG FLOORING,  
INC., 2500 COLUMBIA AVENUE,  
P.O. BOX 3025

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Armstrong Flooring, Inc. [AFI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, North America Commercial

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	837 <sup>(1)</sup>	D	

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)**

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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)		8. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (2)	(2)							(3)	(3)	Common Stock	5,983
Restricted Stock Unit (2)	(2)							(4)	(4)	Common Stock	12,804
Restricted Stock Unit (2)	(2)							(5)	(5)	Common Stock	1,214
Stock Option	\$ 14.55							(6)	02/25/2024	Common Stock	7,872
Stock Option	\$ 13.98							(7)	02/20/2023	Common Stock	8,812
Stock Option	\$ 11.67							(8)	02/28/2022	Common Stock	10,442

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rice Dominic C/O ARMSTRONG FLOORING, INC. 2500 COLUMBIA AVENUE, P.O. BOX 3025 LANCASTER, PA 17603	SVP, North America Commercial

## Signatures

/s/ Christopher S. Parisi,  
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 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).

(1) Shares acquired in a pro rata distribution by Armstrong World Industries, Inc. ("AWI") as a result of the spin-off of the Issuer from AWI, effective on April 1, 2016.

(2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2016 Long-Term Incentive Plan.

(3) The restricted stock units were granted to the Reporting Person on February 24, 2015 and will vest as follows: (1) 2,991 on the second anniversary of the grant, and (2) 2,992 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 2016 Long-Term Incentive Plan).

(4) The restricted stock units were granted to the Reporting Person on December 11, 2014 and will vest as follows: (1) 9,601 on the second anniversary of the grant, and (2) 3,203 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 2016 Long-Term Incentive Plan).

(5) The restricted stock units were granted to the Reporting Person on February 25, 2014 and will vest on December 31, 2016 (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2016 Long-Term Incentive Plan).

(6) The stock options were granted on February 25, 2014 and 5,246 have vested; the remaining 2,626 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 2016 Long-Term Incentive Plan).

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

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

### Remarks:

NOTE: All derivative securities on Table II granted prior to April 1, 2016 were originally issued by AWI and, as a result of the spin-off, are now issued by the Issuer.

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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