

Hershey Mark A
Form 4
September 24, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hershey Mark A

(Last) (First) (Middle)

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

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2018

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 below) ____ Other (specify below)
SVP, Gen Cnsl, Compliance

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/20/2018		M ⁽¹⁾		19,602	A	\$ 37.83	38,516	D	
Common Stock	09/20/2018		M ⁽¹⁾		13,699	A	\$ 35.29	52,215	D	
Common Stock	09/20/2018		S ⁽¹⁾		33,301	D	\$ 70.0253 ⁽²⁾	18,914	D	
Common Stock	09/21/2018		M ⁽¹⁾		717	A	\$ 37.83	19,631	D	

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Common Stock	09/21/2018	M ⁽¹⁾	1,500	A	\$ 35.29	21,131	D
Common Stock	09/21/2018	S ⁽¹⁾	2,217	D	\$ 70.037 ⁽³⁾	18,914	D
Common Stock	09/24/2018	M ⁽¹⁾	255	A	\$ 35.29	19,169	D
Common Stock	09/24/2018	S ⁽¹⁾	255	D	\$ 70.45 ⁽⁴⁾	18,914	D

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

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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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.83	09/20/2018		M		19,602		<u>(5)</u>	02/28/2022	Common Stock	19,602
Stock Options (Right to Buy)	\$ 35.29	09/20/2018		M		13,699		<u>(6)</u>	07/01/2021	Common Stock	13,699
Stock Options (Right to Buy)	\$ 37.83	09/21/2018		M		717		<u>(5)</u>	02/28/2022	Common Stock	717
Stock Options (Right to Buy)	\$ 35.29	09/21/2018		M		1,500		<u>(6)</u>	07/01/2021	Common Stock	1,500
Stock Options	\$ 35.29	09/24/2018		M		255		<u>(6)</u>	07/01/2021	Common Stock	255

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershey Mark A C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVENUE LANCASTER, PA 17603			SVP, Gen Cnsl, Compliance	

Signatures

/s/ Mark A.
Hershey

09/24/2018

__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) Option exercised and shares sold pursuant to a 10b5-1 Plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$70.00 to

(2) \$71.25. The reporting person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$70.00 to

(3) \$70.30. The reporting person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The price reported is a weighted average price. The reporting person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) The stock options were granted on February 28, 2012. Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche. All options are currently vested and exercisable.

(6) The stock options were granted on July 1, 2011. Grant has a graded vesting schedule. Date Exercisable will vary for each vesting tranche. All options are currently vested and exercisable.

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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