

ARMSTRONG WORLD INDUSTRIES INC
Form 4
August 22, 2011

FORM 4

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

OMB APPROVAL

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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 *
COULTER JAMES G

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)
08/18/2011

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)

C/O TPG CAPITAL, L.P., 301
COMMERCE STREET, SUITE
3300

(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

FORT WORTH, TX 76102

(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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(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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Prepaid Forward Contract <u>(3)</u>	<u>(3)</u>	08/18/2011		J	1	<u>(3)</u> 04/04/2012	Common Stock, par value \$0.01 per share	105,763	
Prepaid Forward Contract <u>(4)</u>	<u>(4)</u>	08/19/2011		J	1	<u>(4)</u> 04/04/2012	Common Stock, par value \$0.01 per share	92,546	
Prepaid Forward Contract <u>(5)</u>	<u>(5)</u>	08/22/2011		J	1	<u>(5)</u> 04/04/2012	Common Stock, par value \$0.01 per share	76,370	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COULTER JAMES G C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG CAPITAL L.P. 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (7) 08/22/2011

**Signature of Reporting Person Date

/s/ Ronald Cami, on behalf of James G. Coulter (7)(8) 08/22/2011

__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) James G. Coulter is a director, officer and shareholder of TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors" and, together with James G. Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of both TPG GenPar V Advisors, LLC, a Delaware limited liability company ("Advisors V") and TPG GenPar VI Advisors, LLC, a Delaware limited liability company ("Advisors VI"). Mr. Coulter is director, officer and shareholder of TPG Advisors VI, Inc., a Delaware Corporation ("TPG Advisors VI").

(2) Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the general partner of TPG Partners V, L.P. a Delaware limited partnership ("Partners V"), TPG FOF V-A, L.P., a Delaware limited partnership ("FOF V-A"), and TPG FOF V-B, L.P., a Delaware limited partnership ("FOF V-B"). Advisors VI is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("Partners VI"). TPG Advisors VI is the general partner of FOF VI SPV, L.P., a Delaware limited partnership ("FOF VI"). Partners V is the managing member of Armor TPG Holdings LLC ("Armor TPG"), whose membership interests are, collectively, wholly owned by Partners V, Partners VI, FOF V-A, FOF V-B and FOF VI. Armor TPG directly holds 7,001,892 shares of Common Stock of the Issuer.

(3) On August 18, 2011, Armor TPG entered into a forward transaction with Societe Generale ("SG") (the "August 18 Forward Transaction") with respect to 105,763 shares of Common Stock of the Issuer at a forward price of \$36.2699 per share. Subject to Armor TPG's right to accelerate the settlement of the August 18 Forward Transaction upon one business day's notice, the August 18 Forward Transaction will settle on April 4, 2012. At the election of Armor TPG, the August 18 Forward Transaction may be settled in cash or by delivery of Common Stock to Armor TPG; provided that (i) cash settlement may not be elected before a date at least six months following the Transaction Date and (ii) physical settlement may not be elected unless certain conditions have been satisfied.

(4) On August 19, 2011, Armor TPG entered into a forward transaction with SG (the "August 19 Forward Transaction") with respect to 92,546 shares of Common Stock of the Issuer at a forward price of \$35.7179 per share. Subject to Armor TPG's right to accelerate the settlement of the August 19 Forward Transaction upon one business day's notice, the August 19 Forward Transaction will settle on April 4, 2012. At the election of Armor TPG, the August 19 Forward Transaction may be settled in cash or by delivery of Common Stock to Armor TPG; provided that (i) cash settlement may not be elected before a date at least six months following the Transaction Date and (ii) physical settlement may not be elected unless certain conditions have been satisfied.

(5) On August 22, 2011, Armor TPG entered into a forward transaction with SG (the "August 22 Forward Transaction") with respect to 76,370 shares of Common Stock of the Issuer at a forward price of \$35.6846 per share. Subject to Armor TPG's right to accelerate the settlement of the August 22 Forward Transaction upon one business day's notice, the August 22 Forward Transaction will settle on April 4, 2012. At the election of Armor TPG, the August 22 Forward Transaction may be settled in cash or by delivery of Common Stock to Armor TPG; provided that (i) cash settlement may not be elected before a date at least six months following the Transaction Date and (ii) physical settlement may not be elected unless certain conditions have been satisfied.

(6) Because of the Reporting Persons' respective relationships to Armor TPG, for reporting purposes under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons may be deemed to beneficially own the Common Stock beneficially owned by Armor TPG to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Armor TPG. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any shares in excess of such amounts.

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(8)

Ronald Cami is signing on behalf of Mr. Coulter pursuant to the authorization and designation letter dated July 1, 2010, which

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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