

Nickel Jeffrey D
 Form 4
 December 21, 2010

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 *
 Nickel Jeffrey D

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)
 12/17/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Secy & General Counsel

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

(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) | Price | | |
| | | | | Code | V | Amount | |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------|---|-----------------|--------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Option | \$ 29.37 | 12/17/2010 | | D ⁽¹⁾ | | 5,257 | | 10/02/2008 | 10/02/2016 | Common Stock | 5,257 |
| Stock Option | \$ 22.55 | 12/17/2010 | | A ⁽¹⁾ | | 6,845 | | 10/02/2008 | 10/02/2016 | Common Stock | 6,845 |
| Stock Option | \$ 29.37 | 12/17/2010 | | D ⁽¹⁾ | | 5,257 | | 08/28/2009 | 08/28/2014 | Common Stock | 5,257 |
| Stock Option | \$ 22.55 | 12/17/2010 | | A ⁽¹⁾ | | 6,845 | | 08/28/2009 | 08/28/2014 | Common Stock | 6,845 |
| Stock Option | \$ 29.37 | 12/17/2010 | | D ⁽¹⁾ | | 5,257 | | 08/28/2009 | 08/28/2014 | Common Stock | 5,257 |
| Stock Option | \$ 22.55 | 12/17/2010 | | A ⁽¹⁾ | | 6,845 | | 08/28/2009 | 08/28/2014 | Common Stock | 6,845 |
| Stock Option | \$ 13.46 | 12/17/2010 | | D ⁽¹⁾ | | 30,837 | | 08/28/2009 | 08/28/2014 | Common Stock | 30,837 |
| Stock Option | \$ 10.34 | 12/17/2010 | | A ⁽¹⁾ | | 40,162 | | 08/28/2009 | 08/28/2014 | Common Stock | 40,162 |
| Stock Option | \$ 38.06 | 12/17/2010 | | D ⁽¹⁾ | | 4,935 | | 04/01/2011 | 04/01/2020 | Common Stock | 4,935 |
| Stock Option | \$ 29.23 | 12/17/2010 | | A ⁽¹⁾ | | 6,427 | | 04/01/2011 | 04/01/2020 | Common Stock | 6,427 |
| Stock Option | \$ 38.06 | 12/17/2010 | | D ⁽¹⁾ | | 4,935 | | 04/01/2012 | 04/01/2020 | Common Stock | 4,935 |
| Stock Option | \$ 29.23 | 12/17/2010 | | A ⁽¹⁾ | | 6,427 | | 04/01/2012 | 04/01/2020 | Common Stock | 6,427 |
| Stock Option | \$ 38.06 | 12/17/2010 | | D ⁽¹⁾ | | 4,935 | | 04/01/2013 | 04/01/2020 | Common Stock | 4,935 |
| Stock Option | \$ 29.23 | 12/17/2010 | | A ⁽¹⁾ | | 6,428 | | 04/01/2013 | 04/01/2020 | Common Stock | 6,428 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nickel Jeffrey D
C/O ARMSTRONG WORLD INDUSTRIES, INC.
2500 COLUMBIA AVENUE
LANCASTER, PA 17603

Sr. VP, Secy & General Counsel

Signatures

/s/ Jeffrey D. 12/21/2010
Nickel

__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) The reported transactions involved an amendment of outstanding options due to the recapitalization of the Company, resulting in the deemed cancellation of the "old" options and the grant of replacement options.

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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