

ARMSTRONG WORLD INDUSTRIES INC

Form 4

March 13, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

 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 *
RIGAS JOHN N

(Last) (First) (Middle)

**C/O ARMSTRONG WORLD
 INDUSTRIES, INC., PO BOX 3001**

(Street)

LANCASTER, PA 17604

(City) (State) (Zip)

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

 3. Date of Earliest Transaction
 (Month/Day/Year)
03/11/2008

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

 5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

 6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 (D) Price			

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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. De
---------------------------	---------------	---	----------------------------------	---------------------------------	-----------	--	---	-------

Edgar Filing: ARMSTRONG WORLD INDUSTRIES INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Se (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 29.37	03/11/2008	J ⁽¹⁾	V	4,256 ⁽²⁾		⁽³⁾	10/02/2016	Common Stock	4,256 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RIGAS JOHN N C/O ARMSTRONG WORLD INDUSTRIES, INC. PO BOX 3001 LANCASTER, PA 17604	Sr. VP & General Counsel

Signatures

/s/ Michele M. Nicholas, by Power of Attorney 03/12/2008

__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 disclosure on this Form 4 reflects an adjustment to the exercise price, made on March 11, 2008, to previously granted stock option awards under the issuer's Long-Term Incentive Plan in connection with the special dividend of \$4.50 per share of Common Stock payable on March 31, 2008, to shareholders of record as of March 11, 2008. The initial awards were granted on October 2, 2006 (at an exercise price of \$38.42/share).

(2) The reporting person acquired a number of additional stock options resulting from the adjustment to each of the previously granted stock options.

(3) The stock options will vest and become exercisable in three installments as follows: 29,018 shares on October 2, 2008; 29,019 shares on October 2, 2009 and 29,019 shares on October 2, 2010 (contingent upon the officer's employment on the scheduled vesting date).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.