

ARMSTRONG WORLD INDUSTRIES INC
Form 4
October 05, 2009

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2009

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

(Street)
FORTH WORTH, TX 76102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	10/02/2009		P	(A) or (D) V Amount Price 1,892 \$ 22.31	7,001,892 ⁽¹⁾ ₍₂₎	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(4)</u>

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

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number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
FORTH WORTH, TX 76102

X

TPG Advisors V, Inc.
C/O TPG CAPITAL, L.P.
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

X

TPG Advisors VI, Inc.
C/O TPG CAPITAL, L.P.
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

X

Signatures

/s/ Clive D. Bode, Vice President and Secretary, TPG Advisors V, Inc. (5)

10/05/2009

__Signature of Reporting Person

Date

/s/ Clive D. Bode, Vice President and Secretary, TPG Advisors VI, Inc.

10/05/2009

__Signature of Reporting Person

Date

/s/ Clive D. Bode, on behalf of James G. Coulter (5) (6)

10/05/2009

__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).

James Coulter is an officer, director and shareholder of each of TPG Advisors V, Inc., a Delaware corporation ("Advisors V") and TPG Advisors VI, Inc., a Delaware corporation ("Advisors VI" and, together with Mr. Coulter and Advisors V, the "Reporting Persons").

- (1) Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the sole general partner of TPG Partners V, L.P., a Delaware limited partnership ("Partners V"), which in turn is the managing member of Armor TPG Holdings LLC, a Delaware limited liability company ("Armor"), which directly holds the 7,001,892 shares of common stock of Armstrong World Industries, Inc. ("AWI") reported herein.

Prior to the closing of the Purchase and Sale Agreement dated as of August 10, 2009 (the "PSA") by and among Partners V and TPG

- (2) Partners VI, L.P. (collectively, the "TPG Partners") and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, the TPG Partners assigned their rights and obligations under the PSA to Armor.

- (3) 1,892 shares were validly tendered and accepted for payment through a tender offer (the "Tender Offer") to purchase 4,435,935 shares of common stock of AWI. The Tender Offer was made to fulfill obligations that arose under AWI's Amended and Restated Articles of Incorporation following Armor's purchase of AWI common stock and entry into a prepaid share forward transaction pursuant to the PSA.

Because of the Reporting Persons' respective relationships to Armor, 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 AWI common stock held by Armor to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Armor.

- (4) 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 of AWI common stock in excess of such amounts.

Remarks:

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

- (6) Clive D. Bode is signing on behalf of Mr. Coulter pursuant to the authorization and designation letter dated September 1, 2009, which was previously filed with the Securities and Exchange Commission.

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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