

Nickel Jeffrey D
Form 4
March 23, 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 *
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)
03/21/2011

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/21/2011		M		6,845 A \$ 22.55	D	
Common Stock	03/21/2011		F		4,604 D \$ 45.4 (1)	D	
Common Stock	03/21/2011		M		6,845 A \$ 22.55	D	
Common Stock	03/21/2011		F		4,604 D \$ 45.4 (1)	D	
	03/21/2011		M		6,845 A	D	24,141

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Common Stock						\$ 22.55		
Common Stock	03/21/2011	F	4,604	D	\$ 45.4 (1)	19,537	D	
Common Stock	03/21/2011	M	40,162	A	\$ 10.34	59,699	D	
Common Stock	03/21/2011	F	23,299	D	\$ 45.4 (1)	36,400	D	

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 22.55	03/21/2011		M	6,845	10/02/2008 10/02/2016	Common Stock	6,845	
Stock Options (right to buy)	\$ 22.55	03/21/2011		M	6,845	08/28/2009 08/28/2014	Common Stock	6,845	
Stock Options (right to buy)	\$ 22.55	03/21/2011		M	6,845	08/28/2009 08/28/2014	Common Stock	6,845	
Stock Options (right to buy)	\$ 10.34	03/21/2011		M	40,162	08/28/2009 08/28/2014	Common Stock	40,162	

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/ Mary J. Huwaldt, Attorney-in-fact for Jeffrey D. Nickel	03/23/2011
**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).

This transaction was executed in multiple trades at prices ranging from \$45.13 to \$45.71. The price reported above reflects the average (1) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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.