

Romano Ellen R.  
Form 4  
April 03, 2019

**FORM 4**

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

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

OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Romano Ellen R.

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 ARMSTRONG WORLD  
INDUSTRIES, INC., 2500  
COLUMBIA AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Human Resources

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/01/2019                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>13,904<br>(1)                         | A \$ 0 24,250                                                                                                      | D                                                                       |                                                                   |
| Common<br>Stock                       | 04/01/2019                              |                                                             | F                                       | (A)<br>or<br>(D)<br>Amount<br>6,046<br>(2)                          | D \$ 81.17 18,204                                                                                                  | D                                                                       |                                                                   |

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

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SEC 1474  
(9-02)

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**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Performance Based Restricted Stock Units   | (3)                                                    | 04/01/2019                           |                                                    | M                              | 13,904                                                                                  | (4) (5)                                                  | Common Stock 13,904                                           |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Romano Ellen R.  
C/O ARMSTRONG WORLD INDUSTRIES, INC.  
2500 COLUMBIA AVENUE  
LANCASTER, PA 17603

SVP, Human Resources

## Signatures

/s/Bryan Y.M. Tham,  
Attorney-in-fact

04/03/2019

\_\_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) Reflects the conversion of previously granted performance restricted stock units into shares of the Issuer's common stock in connection with the vesting of the units based on underlying performance metrics.

(2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of performance restricted stock units granted to the Reporting Person under the Issuer's Long-Term Incentive Plan.

(3) Each performance restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

The performance restricted stock units were granted upon achievement of certain performance metrics pursuant to the performance-based restricted stock units granted on April 11, 2016 under the Company's Long-Term Incentive Plan. The performance period for the performance restricted stock units was April 1, 2016 to December 31, 2018, with vesting subject to approval of the performance calculation by the Management Development and Compensation Committee of the Issuer's Board of Directors. This approval was obtained on April 1, 2019.

(5) Not applicable.

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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