

Armstrong Flooring, Inc.  
Form 4  
December 13, 2016

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Rice Dominic

(Last) (First) (Middle)

C/O ARMSTRONG FLOORING, INC., 2500 COLUMBIA AVENUE P.O. BOX 3025

(Street)

LANCASTER, PA 17603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Armstrong Flooring, Inc. [AFI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/11/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, North America Commercial

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |                                   |
| Common Stock                    | 12/11/2016                           |  | M                              | (1) 9,601 \$ 19.87  | 10,438  | D  |                                   |
| Common Stock                    | 12/11/2016                           |  | F                              | (2) 3,024 \$ 19.87  | 7,414   | 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (3)  | 12/11/2016                           |  | M                              | 9,601   | (4) (5)  | Common Stock  | 9,601   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Rice Dominic<br>C/O ARMSTRONG FLOORING, INC.<br>2500 COLUMBIA AVENUE P.O. BOX 3025<br>LANCASTER, PA 17603 |               |           | SVP, North America Commercial |       |

## Signatures

/s/Christopher S. Parisi, 12/13/2016  
Attorney-in-Fact

\*\*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 restricted stock units into shares of Issuer's common stock in connection with the vesting of the restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (2) Represents the number of shares withheld by the Issuer to satisfy the Reporting Person's tax obligations upon the vesting of restricted stock awards granted to the Reporting Person.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's long-term incentive plan.
- (4) 12,804 restricted stock units were granted to the Reporting Person on December 11, 2014, of which 9,601 vested on December 11, 2016. The remaining units will vest on the third anniversary of the grant(contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for under the Issuer's 2016 Long-Term Incentive Plan).
- (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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