

ARMSTRONG WORLD INDUSTRIES INC

Form 3

August 12, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â COULTER JAMES G
(Last) (First) (Middle)

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

(Street)

FORT WORTH,Â TXÂ 76102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/10/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock, par value \$0.01 per share

2. Amount of Securities Beneficially Owned (Instr. 4)

7,000,000

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

See Explanation of Responses ⁽¹⁾
(2) (5) (6) (7)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Prepaid Forward Contract (obligation to buy) ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,039,777	\$ ⁽³⁾	I	See Explanation of Responses ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾

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

Signatures

/s/ Clive D. Bode, Vice President, TPG Advisors V, Inc. (8) 08/12/2009
 **Signature of Reporting Person Date

/s/ Clive D. Bode, Vice President, TPG Advisors VI, Inc. (8) 08/12/2009
 **Signature of Reporting Person Date

/s/ Clive D. Bode, on behalf of James G. Coulter (8) (9) 08/12/2009
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) James G. 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"). Advisors V is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which in turn is the sole general partner of TPG Partners V, L.P., a Delaware limited partnership ("Partners V"). Advisors VI is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which in turn is the sole general partner of TPG Partners VI, L.P., a Delaware limited partnership ("Partners VI" and, together with Partners V, the "TPG Funds").
- (2)

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As of August 10, 2009, the TPG Funds and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, a Delaware trust (the "Trust") entered into a Purchase and Sale Agreement (the "PSA"), pursuant to which the TPG Funds have agreed to purchase 7,000,000 shares of common stock of Armstrong World Industries, Inc. (the "Shares") reported in Table I above (the "PSA Shares") at a price of \$22.31 per share in cash (the "Per Share Price"). Upon closing of the transactions contemplated by the PSA (the "Closing"), the TPG Funds will hold the PSA Shares.

(3) Pursuant to the terms of the PSA, at the Closing, the TPG Funds and the Trust will concurrently enter into a prepaid share forward transaction (the "Forward Transaction"), evidenced by a confirmation, subject to the ISDA 2002 Master Agreement and the collateral annex referred to therein, pursuant to which the Trust will agree to sell to the TPG Funds, for settlement as described below, 1,039,777 Shares (the "Forward Shares" and, together with the PSA Shares, the "Interests") in exchange for a payment of the product of the Forward Shares and the Per Share Price. The Forward Transaction will be cash-settled on the third currency business day following the 20th scheduled trading day beginning on November 4, 2013 for an amount in cash equal to the value of the Forward Shares during such 20 scheduled trading day period. The Trust has the right to physically settle the Forward Transaction by delivering a number of Shares equal to the Forward Shares in lieu of cash settlement.

(4) During the term of the Forward Transaction, the Trust will deliver to the TPG Funds cash dividends on a number of Shares equal to the Forward Shares. Under the confirmation referred to above, at the Closing, the Trust will pledge to the TPG Funds a number of Shares equal to the number of Forward Shares. Absent default, the TPG Funds will not be entitled to dispose of or to vote the pledged Shares during the term of the Forward Transaction.

(5) Prior to the Closing, the TPG Funds intend to assign their rights to purchase the Interests to a newly established subsidiary of the TPG Funds.

(6) As disclosed in the Schedule 13-D filed with the Securities and Exchange Commission by the Reporting Persons on August 11, 2009, at the Closing the TPG Funds and the Trust will concurrently enter into a Shareholders' Agreement pursuant to which the TPG Funds and their affiliates will be deemed to have acquired shared voting power with the Trust over an additional 29,981,480 Shares, resulting in beneficial ownership of an aggregate 36,981,480 Shares.

(7) Because of the Reporting Persons' relationship to the TPG Funds, 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 Interests held by the TPG Funds to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of each of the TPG Funds. 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 Interests in excess of such amounts.

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Remarks:

(8)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Exch

(9)Â CliveÂ D.Â BodeÂ isÂ signingÂ onÂ behalfÂ ofÂ Mr.Â CoulterÂ pursuantÂ toÂ theÂ authorizationÂ andÂ designation
Â 2006,Â whichÂ wasÂ previouslyÂ filedÂ withÂ theÂ SecuritiesÂ andÂ ExchangeÂ 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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