

ARMSTRONG WORLD INDUSTRIES INC
Form 4
November 13, 2013

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 *
TPG Advisors VI, Inc.

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)
11/13/2013

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

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

(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

FORT WORTH, TX 76102

(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 | (A) or (D) | Price |
| Common Stock | 11/13/2013 | | S | | 2,368,265 | D | \$ 50.67 |
| | | | | | 2,054,977 | I | |

See Explanation of Responses (1) (2) (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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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 (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

TPG Advisors VI, Inc.
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

X

BONDERMAN DAVID
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

X

COULTER JAMES G
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

X

Signatures

/s/ Ronald Cami, Vice President, TPG Advisors VI, Inc. (4)

11/13/2013

**Signature of Reporting Person

Date

/s/ Ronald Cami, on behalf of David Bonderman (4) (5)

11/13/2013

**Signature of Reporting Person

Date

/s/ Ronald Cami, on behalf of James G. Coulter (4) (5)

11/13/2013

**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 G. Coulter and David Bonderman are officers and shareholders of TPG Advisors VI, Inc., a Delaware corporation ("Advisors VI" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of Armor TPG Holdings, L.P., a Delaware limited partnership ("Armor TPG"), which holds the shares of common stock of Armstrong World Industries, Inc. reported herein (the "Shares").

(1) Because of the Reporting Persons' respective relationships to Armor TPG, the Reporting Persons may be deemed to beneficially own the Shares to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of Armor TPG. Each Reporting Person disclaims beneficial ownership of the Shares, except to the extent of such Reporting Person's pecuniary interest therein, if any.

(2) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (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 beneficially owned in excess of their respective pecuniary interests.

(3)

Remarks:

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

(5) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letter

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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