

ARMSTRONG WORLD INDUSTRIES INC

Form 8-K

December 31, 2008

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

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 12/31/2008

Armstrong World Industries, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-2116

PA
(State or other jurisdiction of
incorporation)

23-0366390
(IRS Employer
Identification No.)

P.O. Box 3001
Lancaster, PA 17604
(Address of principal executive offices, including zip code)

717-397-0611
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Pursuant to Settlement Agreement in Full and Final Release of All Claims, dated December 23, 2008, Armstrong World Industries, Inc. ("Armstrong") and John N. Rigas have agreed that 20,700 shares of unvested restricted stock and 65,292 unvested stock options, in each case that were previously granted to Mr. Rigas, shall vest on December 31, 2008. The remaining shares of unvested restricted stock and unvested stock options held by Mr. Rigas were forfeited. Mr. Rigas served Armstrong for nine years, most recently as senior vice president and general counsel, and retired from Armstrong effective July 31, 2008.

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Armstrong World Industries, Inc.

Date: December 31, 2008

By: /s/ Jeffrey D. Nickel

Jeffrey D. Nickel
Senior Vice President, Secretary and General Counsel