

ARMSTRONG WORLD INDUSTRIES INC
Form 8-K
June 30, 2011

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): June 30, 2011 (June 24, 2011)

ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------------------|--|
| Pennsylvania (State or other jurisdiction of incorporation or organization) | 1-2116 (Commission File Number) | 23-0366390 (IRS Employer Identification No.) |
|---|------------------------------------|--|

| | |
|--|---------------------|
| P.O. Box 3001, Lancaster, Pennsylvania (Address of principal executive offices) | 17604 (Zip Code) |
|--|---------------------|

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

N/A

(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))

Section 5 – Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) Armstrong World Industries, Inc. (the “Company”) held its Annual Meeting of Shareholders on June 24, 2011 (the “Annual Meeting”).

(b) (i) At the Annual Meeting, the shareholders elected eleven directors to the Company’s Board of Directors, each for a term expiring at the 2012 annual meeting of shareholders or such time as his successor is elected and qualified. The directors elected and the shareholders’ votes are as follows:

| | For | Withheld |
|---------------------|------------|------------|
| Stan A. Askren | 56,107,829 | 97,797 |
| David Bonderman | 41,474,166 | 14,731,460 |
| Kevin R. Burns | 56,176,831 | 28,795 |
| Matthew J. Espe | 56,150,320 | 55,306 |
| James J. Gaffney | 54,530,904 | 1,674,722 |
| Tao Huang | 56,186,920 | 18,706 |
| Michael F. Johnston | 56,187,280 | 18,346 |
| Larry S. McWilliams | 56,126,626 | 79,000 |
| James J. O’Connor | 56,185,793 | 19,833 |
| John J. Roberts | 56,186,019 | 19,607 |
| Richard W. Wenz | 56,186,562 | 19,064 |

(ii) The proposal to approve the Armstrong World Industries, Inc. 2011 Long-Term Incentive Plan, as set forth in the Company’s proxy statement dated April 28, 2011 (the “Proxy Statement”), was approved as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 54,570,927 | 407,361 | 1,227,338 | 728,513 |

(iii) The proposal to approve the Armstrong World Industries, Inc. Management Achievement Plan, as set forth in the Proxy Statement, was approved as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 54,872,962 | 106,026 | 1,226,638 | 728,513 |

(iv) The proposal to approve a non-binding resolution to approve the compensation of the Company’s named executive officers, as set forth in the Proxy Statement, was approved as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 52,362,963 | 2,613,181 | 1,229,482 | 728,513 |

(v) The proposal to approve a non-binding resolution to indicate the frequency with which shareholders prefer to be presented with a non-binding resolution to approve the compensation of the Company's named executive officers every 3 years, as set forth in the Proxy Statement, was approved as follows:

| 3 Years | 2 Years | 1 Year | Abstain | Broker Non-Votes |
|------------|------------|------------|-----------|---------------------|
| 38,114,835 | 4,940 | 16,855,990 | 1,229,861 | 728,513 |

(vi) The shareholders ratified the appointment of KPMG LLP to serve as the Company's independent auditors for 2011. The vote was as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|---------------------|
| 56,902,185 | 29,601 | 2,353 | 0 |

SIGNATURES

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.

By: */s/ Mary J. Huwaldt*
Mary J. Huwaldt
Deputy General Counsel and Assistant
Secretary

Date: June 30, 2011