

ARMSTRONG WORLD INDUSTRIES INC  
Form 8-K/A  
February 01, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K/A**  
**AMENDMENT NO. 1**

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**CURRENT REPORT**

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

**Date of Report: January 31, 2006**

(Date of earliest event reported)

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**ARMSTRONG HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**000-50408**  
(Commission File Number)

**23-3033414**  
(IRS Employer  
Identification No.)

**P.O. Box 3001, Lancaster, Pennsylvania**

**17604**

(Address of principal executive offices)

(Zip Code)

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

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# ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

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**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

NA

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

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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 (see General Instruction A.2. below):

- .. 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))
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EXPLANATORY NOTE

On January 30, 2006, the Company filed a Current Report on Form 8-K reporting the U.S. District Court issued an Order Authorizing and Approving Continued Cash Retention Program for Key Employees. The Order and related motion were attached as Exhibit 99.1. The Order was correct, but the incorrect motion was inadvertently attached. This Amendment on Form 8-K/A is being filed solely to provide the correct motion.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

No. 99.1      Order of the U.S. District Court dated January 26, 2006 and related Armstrong World Industries, Inc. Motion for an Order Authorizing and Approving Continued Cash Retention Program for Key Employees.

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 HOLDINGS, INC.

By: /s/ Walter T. Gangl

Walter T. Gangl  
Deputy General Counsel and Assistant

Secretary

ARMSTRONG WORLD INDUSTRIES, INC.

By: /s/ Walter T. Gangl

Walter T. Gangl  
Assistant Secretary

Date: January 31, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
No. 99.1	Order of the U. S. District Court dated January 26, 2006 and related Armstrong World Industries, Inc. Motion for an Order Authorizing and Approving Continued Cash Retention Program for Key Employees.