

Armstrong Flooring, Inc.  
Form 4  
April 13, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHNSTON MICHAEL F**

(Last) (First) (Middle)

**C/O ARMSTRONG FLOORING,  
INC., 2500 COLUMBIA AVENUE,  
P.O. BOX 3025**

(Street)

**LANCASTER, PA 17603**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Armstrong Flooring, Inc. [AFI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/11/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
Common Stock	04/11/2016		A	(A) or (D) Amount 6,899 (1) Price \$ 0	75,587 (1) (2)	D	

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Armstrong Flooring, Inc. - Form 4

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

JOHNSTON MICHAEL F  
C/O ARMSTRONG FLOORING, INC.  
2500 COLUMBIA AVENUE, P.O. BOX 3025  
LANCASTER, PA 17603

X

## Signatures

/s/ Christopher S. Parisi,  
Attorney-in-Fact

04/13/2016

\_\_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).

(1) Includes 6,889 unvested units granted on April 11, 2016 under the terms of the 2016 Directors Stock Unit Plan. The units vest (contingent upon the Director's continued service as of such date) on the earlier of (i) the next annual stockholders meeting following the grant; (ii) the death or total and permanent disability of the Director; or (iii) the date of any Change in Control (as defined in the Plan). Shares will be issued for vested units within 60 days of (x) the vesting date, or (y), a later deferral date if deferred by the Director under the terms of the Plan.

(2) Includes vested restricted stock units, as well as units not yet acquirable by the Director, granted under the director compensation program of Armstrong World Industries, Inc. ("AWI") prior to the spin-off of the Issuer from AWI. Also includes 7,124 unvested units that vest (contingent upon the Director's continued service as of such date) on the earlier of (i) July 13, 2016; (ii) the death or total and permanent disability of the Director; or (iii) the date of any Change in Control (as defined in the Plan). Vested units will be acquirable by the Director (x) for units granted prior to June 2011, six (6) months following the termination of the Director's service on the Issuer's Board of Directors, and, (y) for units granted during and after June 2011, at the time of the termination of the Director's service on the Issuer's Board of Directors.

### Remarks:

NOTE: All restricted stock units on Table I granted prior to April 1, 2016 were originally issued by AWI and, as a result of the

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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