

AMERICAN STANDARD COMPANIES INC
 Form 4
 August 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
COSTELLO LAWRENCE B

(Last) (First) (Middle)

C/O AMERICAN STANDARD COMPANIES INC., ONE CENTENNIAL AVENUE

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAN STANDARD COMPANIES INC [ASD]

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2006

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)
Sr. VP, Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$.01 par value | 08/16/2006 | | M | | 19,699 | A | \$ 18.86 |
| Common Stock, \$.01 par value | 08/16/2006 | | M | | 10,000 | A | \$ 19.9 |
| Common Stock, | 08/16/2006 | | S | | 1,499 | D | \$ 40.51 |

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| | | | | | | | | |
|------------------------------|------------|---|--------|---|----------|-----------|---|----------------------------------|
| Common Stock, \$01 par value | 08/16/2006 | S | 19,000 | D | \$ 40.5 | 9,200 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 400 | D | \$ 40.49 | 8,800 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 100 | D | \$ 40.46 | 8,700 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 200 | D | \$ 40.45 | 8,500 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 100 | D | \$ 40.41 | 8,400 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 600 | D | \$ 40.36 | 7,800 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 5,000 | D | \$ 40.37 | 2,800 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 2,200 | D | \$ 40.38 | 600 | D | |
| Common Stock, \$01 par value | 08/16/2006 | S | 600 | D | \$ 40.39 | 0 | D | |
| Common Stock, \$01 par value | | | | | | 4,364.673 | I | ESOP/Savings Plan ⁽¹⁾ |
| Common Stock, \$01 par value | | | | | | 3,807.222 | I | ESPP ⁽²⁾ |

value

Common
Stock,
\$.01 par
value

23,479.195 I

DCP ⁽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 number.

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Exercise of Option | \$ 18.86 | 08/16/2006 | | M | 19,699 | 03/01/2002 ⁽⁴⁾ 03/01/2011 | Common Stock, \$.01 par value | 19,699 |
| Exercise of Option | \$ 19.9 | 08/16/2006 | | M | 10,000 | 02/07/2003 ⁽⁶⁾ 02/07/2012 | Common Stock, \$.01 par value | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COSTELLO LAWRENCE B C/O AMERICAN STANDARD COMPANIES INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855 | | | Sr. VP, Human Resources | |

Signatures

Lawrence B. Costello (By M. Cresitello by Power of Attorney)

08/17/2006

__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 shares held in ESOP and Savings Plan.
- (2) Represents shares purchased pursuant to the Company's Employee Stock Purchase Plan.
- (3) Represents shares held under the Company's Deferred Compensation Plan.
- (4) Original grant of 135,000 options became exercisable in three equal installments beginning March 1, 2002.
- (5) Issued in connection with employment.
- (6) Original grant of 135,000 options became exercisable in three equal installments beginning February 7, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.