

AMERICAN STANDARD COMPANIES INC

Form 4

November 04, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGENLOCKER EDWARD E

(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)
11/03/2004

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 par value <u>(1)</u>	11/03/2004		M		5,001	A	\$ 18.86	5,001	D	
Common Stock, \$.01 Par Value <u>(1)</u>	11/03/2004		M		5,001	A	\$ 19.9	10,002	D	
Common Stock, \$.01	11/03/2004		S		5,001	D	\$ 38.2	5,001	D	

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par value

Common Stock, \$.01 par value	11/03/2004	S	300	D	\$ 38.23	4,701	D
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Common Stock, \$.01 par value	11/03/2004	S	3,000	D	\$ 38.22	1,701	D
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Common Stock, \$.01 par value	11/03/2004	S	700	D	\$ 38.33	1,001	D
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Common Stock, \$.01 par value	11/03/2004	S	1,001	D	\$ 38.35	0	D
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Common Stock, \$.01 par value						1,487.35	I	DCP ⁽²⁾
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Common Stock, \$.01 par value						11,307	I	By Trust ⁽³⁾
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of Option (1)	\$ 18.86	11/03/2004		M		5,001		03/01/2002(4)	03/01/2011	Common Stock, \$.01 par value	5,001
	\$ 19.9	11/03/2004		M		5,001		02/07/2003(6)	02/07/2012		5,001

Exercise
of
Options
(1)

Common
Stock,
\$.01 par
value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGENLOCKER EDWARD E C/O AMERICAN STANDARD COMPANIES INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X			

Signatures

/s/ Edward E. Hagenlocker (By M. Cresitello by Power of Attorney)

11/04/2004

 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) Shares reflect a three-for-one stock split effective May 27, 2004, exempt pursuant to Rule 16a-9.
- (2) Represents shares held under the Company's Deferred Compensation Plan.
- (3) Represents shares of stock awarded to Directors' Compensation Plan as to which Director exercises voting rights, but not right to dispose until directorship terminates.
- (4) Original grant of 15,000 options became exercisable in three equal installments beginning March 1, 2002.
- (5) Issued in connection with director services.
- (6) Original grant of 15,000 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.