

AMERICAN STANDARD COMPANIES INC

Form 4

May 30, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POSES FREDERIC M

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O AMERICAN STANDARD
COMPANIES INC., ONE
CENTENNIAL AVENUE**

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2007

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

(Street)
PISCATAWAY, NJ 08855

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

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

(City) (State) (Zip)

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, \$.01 par value ⁽¹⁾	05/29/2007		M	50,000	A \$ 12.79	284,191	D
Common Stock, \$.01 par value ⁽¹⁾	05/23/2007		S	50,000	D \$ <u>57.9603</u> ⁽²⁾	234,191	D
Common Stock,					4,893.662	I	ESOP/Savings Plan ⁽³⁾

\$.01 par
value

Common
Stock,
\$.01 par
value

3,000 I

By
Children/Spouse

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 Stock Option (1)	\$ 12.79	05/29/2007		M	50,000	10/06/2000 ⁽⁴⁾ 10/06/2009	Common Stock, \$.01 par value 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POSES FREDERIC M C/O AMERICAN STANDARD COMPANIES INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X		Chairman & CEO	

Signatures

/s/ Frederic M. Poses (By M. Cresitello by Power of Attorney)

05/30/2007

____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) Transaction executed pursuant to a Rule 10b5-1 Plan.
- (2) Reflects average sales price for shares.
- (3) Includes shares held in the ESOP and Savings Plan.
- (4) Original grant of 3,000,000 options became exercisable in three equal installments beginning October 6, 2000. Under the terms of the grant, these options will expire upon the earlier of October 6, 2009 or 90 days after the date of Mr. Poses' retirement.
- (5) Issued in connection with employment.

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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