

AMERICAN STANDARD COMPANIES INC
 Form 4
 November 04, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2004

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

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

(Street)

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

PISCATAWAY, NJ 08855

(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 Ownership (Instr. 4)
				(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 11/03/2004 S 300 D \$ 38.23 4,701 D

Common Stock, \$.01 11/03/2004 S 3,000 D \$ 38.22 1,701 D

Common Stock, \$.01 11/03/2004 S 700 D \$ 38.33 1,001 D

Common Stock, \$.01 11/03/2004 S 1,001 D \$ 38.35 0 D

Common Stock, \$.01 par value 1,487.35 I DCP ⁽²⁾

Common Stock, \$.01 par value 11,307 I By Trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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 (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 ⁽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 becam 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.