

AMERICAN STANDARD COMPANIES INC
 Form 4
 July 08, 2005

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 *
 COHON JARED L

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)
 07/06/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$.01 par value | 07/06/2005 | | A ⁽¹⁾ | | 11.855 A \$ 42.175 | 2,706.897 ⁽²⁾ I | DCP ⁽³⁾ |
| Common Stock, \$.01 par value | 07/07/2005 | | A ⁽⁴⁾ | | 23.886 A \$ 41.865 | 2,730.784 I | DCP ⁽³⁾ |
| Common Stock, | | | | | | 16,206.441 ⁽⁵⁾ I | By Trust ⁽⁶⁾ |

\$.01 par
value

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COHON JARED L C/O AMERICAN STANDARD COMPANIES INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855 | X | | | |

Signatures

/s/ Jared L. Cohon (By M. Cresitello by Power of Attorney)

07/08/2005

**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) Represents one-half of the committee meeting fee paid on July 6, 2005, receipt of which Director elected to defer pursuant to the Deferred Compensation Plan, and which shares are allocated to Dr. Cohon's Stock Account under this Plan.

(2)

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Includes 9.257 shares acquired pursuant to an automatic dividend adjustment pursuant to the terms of the Deferred Compensation Plan, exempt pursuant to section 16a-9.

- (3) Represents shares held under the Company's Deferred Compensation Plan.
- (4) Represents one-half of the board and committee meeting fees paid on July 7, 2005, receipt of which Director elected to defer pursuant to the Deferred Compensation Plan, and which shares are allocated to Dr. Cohon's Stock Account under this Plan.
- (5) Includes 55.667 shares acquired in a rabbi trust from the automatic reinvestment of cash dividends paid on shares held in the trust.
- (6) Represents shares of stock awarded pursuant to Director's Compensation Plan and held in a rabbi trust as to which Director exercises voting rights but not right to dispose until directorship terminates.

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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