

Owens Corning
Form 4
February 14, 2017

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 *
McMonagle James J

(Last) (First) (Middle)

ONE OWENS CORNING
PARKWAY

(Street)

TOLEDO, OH 43659

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Owens Corning [OC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| \$.01 Par Value Common | 07/29/2014 | | P | | 88,668 (1) | A | \$ 35.37 50,880.899 D |
| \$.01 Par Value Common | 07/29/2014 | | P | | 26,858 (1) | A | \$ 35.22 50,907.757 D |
| \$.01 Par Value Common | 11/04/2014 | | P | | 127,986 (1) | A | \$ 32.07 51,035.743 D |
| \$.01 Par Value | 01/20/2015 | | P | | 109,169 (1) (2) | A | \$ 37.78 51,144.912 D |

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| | | | | | | | |
|------------------------------|------------|---|--------------------------|---|------------|-------------------|---|
| Common \$.01 Par Value | 04/02/2015 | P | <u>104.269</u> (1) | A | \$ 42.21 | 51,249.181 | D |
| Common \$.01 Par Value | 08/04/2015 | P | <u>79.82</u> (1) | A | \$ 44.71 | 51,329.001 | D |
| Common \$.01 Par Value | 11/03/2015 | P | <u>78.258</u> (1) | A | \$ 45.78 | 51,407.259 | D |
| Common \$.01 Par Value | 01/19/2016 | P | <u>82.354</u> (1) | A | \$ 42.8 | 51,489.613 | D |
| Common \$.01 Par Value | 04/04/2016 | P | <u>78.384</u> (1) (3) | A | \$ 47.63 | 51,567.997 | D |
| Common \$.01 Par Value | 08/02/2016 | P | <u>50.483</u> (1) | A | \$ 54.13 | 51,618.48 | D |
| Common \$.01 Par Value | 11/02/2016 | P | <u>21.068</u> (1) (4) | A | \$ 48.8019 | 51,639.065 (5) | D |
| Common \$.01 Par Value | 02/10/2017 | A | <u>577</u> (6) | A | \$ 0 | 52,216.065 | D |

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. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McMonagle James J ONE OWENS CORNING PARKWAY TOLEDO, OH 43659 | | X | | |

Signatures

Raj B. Dave,
Attorney-in-Fact

02/14/2017

 **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) Consists of shares purchased through broker-administered dividend reinvestments previously unreported due to inadequate notice from the brokers.
The Reporting Person's purchase of these shares was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended ("Section 16(b)"), to the extent of 109.169 shares, with the Reporting Person's sale of 109.169 shares at a price of \$40.20 per share on May 21, 2015. The Reporting Person has paid the Issuer by check \$264.19, representing the full amount of the profit deemed realized in connection with the short-swing transaction.
- (2) The Reporting Person's purchase of these shares was matchable under Section 16(b) to the extent of 78.384 shares, with the Reporting Person's sale of 78.384 shares at a price of \$53.90 per share on August 8, 2016. The Reporting Person has paid the Issuer by check \$491.47, representing the full amount of the profit deemed realized in connection with the short-swing transaction.
- (3) The Reporting Person's purchase of these shares was matchable under Section 16(b) to the extent of 21.068 shares, with the Reporting Person's sale of 21.068 shares at a price of \$53.90 per share on August 8, 2016. The Reporting Person has paid the Issuer by check \$107.41, representing the full amount of the profit deemed realized in connection with the short-swing transaction.
- (4) The total amount does not include 0.483 fractional shares that were cashed out during a previous transaction.
- (5) Deferred share portion of fourth quarter 2016 quarterly Director retainer/fees.

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