

COHON JARED L
Form 4
February 03, 2006

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 *
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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

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

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	02/01/2006		A ⁽¹⁾	81.378 A	\$ 36.865 3,176.479	I	DCP ⁽²⁾
Common Stock, \$.01 par value	02/02/2006		A ⁽³⁾	26.932 A	\$ 37.13 3,203.411	I	DCP ⁽²⁾
Common Stock,					16,321.887	I	By Trust ⁽⁴⁾

\$.01 par
value

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 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
Option to Purchase Common Stock	\$ 36.87	02/01/2006		A ⁽⁵⁾		10,500		02/01/2007	02/01/2016	Common Stock, \$.01 par value	10,500

Reporting Owners

Relationships

Reporting Owner Name / Address

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)

02/03/2006

____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 the committee and board meeting fees paid on February 1, 2006, 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.

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- (2) Represents shares held under the Company's Deferred Compensation Plan.
- (3) Represents the committee meeting fee paid on February 2, 2006, 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.
- (4) 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.
- (5) Stock options granted under the 2002 Omnibus Incentive Plan in an exempted transaction pursuant to Rule 16b-3. Options are exercisable in three equal installments, beginning February 1, 2007.
- (6) Issued in connection with service as a director.

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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