Owens Corning Form 4 February 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

if no longer

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Owens Corning [OC]

Symbol

1(b).

(Print or Type Responses)

Schmidt Kelly J.

1. Name and Address of Reporting Person *

<i>(</i> 7)	(Fi	0.51.11.						(Cite	ck an applicabl	(0)	
(Last)	(First)	(Middle)	3. Date of	f Earliest Ti	ransaction						
			(Month/I	Day/Year)				Director		% Owner	
ONE OWE	ENS CORNING		02/05/2	014				_X_ Officer (giv	ve title Oth	ner (specify	
			02/03/2014					below) below)			
PARKWA	I							Vice P	resident, Contro	oller	
	(Street)				te Origina	al		6. Individual or Joint/Group Filing(Check			
								Applicable Line)			
Filed(Month/Day/Year)								_X_ Form filed by One Reporting Person			
TOI EDO	OH 42650							Form filed by More than One Reporting			
TOLEDO, OH 43659								Person			
(City)	(State)	(Zip)	Tab	le I - Non-I) Perivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned	
1.777.4	0.T: D.						•	· •	•	·	
1.Title of	2. Transaction Da			3.	4. Securi			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea		n Date, if	Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)	(Instr. 3) any			Code	(Instr. 3,	4 and	5)	Beneficially			
		(Month/D	h/Day/Year) (Instr. 8)					Owned	(D) or	Ownership	
								Following	Indirect (I) (Instr. 4)	(Instr. 4)	
				(A)				Reported			
								Transaction(s)			
				G 1 W		or	ъ.	(Instr. 3 and 4)			
+				Code V	Amount	(D)	Price				
\$.01 Par											
Value	02/05/2014			A	3,300	A	\$ 0 (1)	14,371	D		
	02/00/201.				2,200		~ ~ _	1 1,0 / 1			
Common											
\$.01 Par											
	00/06/0014			г	070 (2)	ъ	\$	1.4.000	Ъ		
Value	02/06/2014			F	$272 \frac{(2)}{2}$	ע	38.81	14,099	D		
Common							30.01				
+											
\$.01 Par											
Value	02/06/2014			A	145	Α	\$ 0 (3)	14,244	D		
Common							· -	,			
Common											
\$.01 Par								220	I	Company	
Value										401(k)	
v alue										401(K)	

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Common

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.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	Pate	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
Stock Option Exercise (Right to Purchase)	\$ 37.65	02/05/2014		A	5,000	<u>(4)</u>	02/05/2024	\$.01 Par Value Common	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schmidt Kelly J.

ONE OWENS CORNING PARKWAY

Vice President, Controller

TOLEDO, OH 43659

Signatures

Raj B. Dave by POA filed 02/04/2014

02/07/2014

Date

**Signature of Reporting Person

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 of restricted stock granted under the Owens Corning 2013 Stock Plan and pursuant to the Company's Long-Term Incentive Program.

Reporting Owners 2

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- (2) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.
- (3) Awarded in connection with settlement of Performance Share Units for the three-year performance cycle ended December 31, 2013.
- (4) The option vests in four equal annual installments beginning on February 5, 2015.

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.