

AMERICAN STANDARD COMPANIES INC

Form 4

February 28, 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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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COSTELLO LAWRENCE B

(Last) (First) (Middle)

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

(Street)

PISCATAWAY, NJ 08855

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
AMERICAN STANDARD  
COMPANIES INC [ASD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Sr. VP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
| Common<br>Stock,<br>\$.01 par<br>value | 02/24/2006                              |   | M                                    | 50,000  | A \$ 19.9  | 50,000  | D  |
| Common<br>Stock,<br>\$.01 par<br>value | 02/24/2006                              |   | S                                    | 50,000  | D \$<br>39.607   | 0   | D  |
| Common<br>Stock,                       | 02/27/2006                              |   | M                                    | 25,000  | A \$ 19.9  | 25,000  | D  |

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\$.01 par  
value

Common  
Stock,  
\$.01 par  
value

02/27/2006

S 25,000 D \$ 40 0 D

Common  
Stock,  
\$.01 par  
value

4,049.837 I DCP <sup>(1)</sup>

Common  
Stock,  
\$.01 par  
value

3,493.37 I ESOP/Savings  
Plan <sup>(2)</sup>

Common  
Stock,  
\$.01 par  
value

3,493.37 I ESPP <sup>(3)</sup>

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Exercise<br>of Stock<br>Option                      | \$ 19.9  | 02/24/2006                              |   | M                                    | 50,000   | 02/07/2003 <sup>(4)</sup> 02/07/2012                           | Common<br>Stock,<br>\$.01 par<br>value 50,000                       |
| Exercise<br>of Stock<br>Option                      | \$ 19.9  | 02/27/2006                              |   | M                                    | 25,000   | 02/07/2003 <sup>(4)</sup> 02/07/2012                           | Common<br>Stock,<br>\$.01 par<br>value 25,000                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| COSTELLO LAWRENCE B<br>C/O AMERICAN STANDARD COMPANIES INC.<br>ONE CENTENNIAL AVENUE<br>PISCATAWAY, NJ 08855 |               |           | Sr. VP,<br>Human<br>Resources |       |

## Signatures

Lawrence B. Costello (By M. Cresitello by Power of Attorney)

02/28/2006

\_\_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 shares held under the Company's Deferred Compensation Plan.
- (2) Includes shares held in ESOP and Savings Plan.
- (3) Represents shares purchased pursuant to the Company's Employee Stock Purchase Plan.
- (4) Original grant of 135,000 options became exercisable in three equal installments beginning February 7, 2003.
- (5) Issued in connection with employment.

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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