

POSES FREDERIC M  
Form 4  
December 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 \*  
POSES FREDERIC M

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

(Last) (First) (Middle)  
C/O AMERICAN STANDARD COMPANIES INC., ONE CENTENNIAL AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2005

(Street)  
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) |         |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |         |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |         |   |
| Common Stock, \$.01 par value   | 12/05/2005                           |  | G                              | V   | 85,000  | D<br>(1)   | \$ 39.61  | 250,144 | D |
| Common Stock, \$.01 par value   | 12/06/2005                           |  | M                              |   | 23,445  | A  | \$ 12.79  | 273,589 | D |
| Common Stock,                   | 12/06/2005                           |  | M                              |   | 10,602  | A  | \$ 18.86  | 284,191 | D |

\$.01 par value

Common Stock, \$.01 par value

4,261.556 I

ESOP <sup>(2)</sup>

Common Stock, \$.01 par value

3,000 I

By Childred/Spouse

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Exercise of Option                         | \$ 12.79   | 12/06/2005                           |  | M                              | 23,445  | 10/06/2000 <sup>(3)</sup> 10/06/2009                     | Common Stock, \$.01 par value                                 | 23,445                     |
| Exercise of Option                         | \$ 18.86   | 12/06/2005                           |  | M                              | 10,602  | 03/01/2002 <sup>(5)</sup> 03/01/2011                     | Common Stock, \$.01 par value                                 | 10,602                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| POSES FREDERIC M<br>C/O AMERICAN STANDARD COMPANIES INC.<br>ONE CENTENNIAL AVENUE | X             |           | Chairman & CEO |       |

PISCATAWAY, NJ 08855

## Signatures

/s/ Frederic M. Poses (By M. Cresitello by Power of Attorney)

12/08/2005

\_\_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) Transaction reflects a contribution to a charitable foundation that F. Poses controls.
- (2) Includes shares held in ESOP and Savings Plan.
- (3) Exercisable in three equal installments beginning on October 6, 2000.
- (4) Issued in connection with employment.
- (5) Exercisable in three equal installments beginning on March 1, 2002.

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.