

AMERICAN STANDARD COMPANIES INC
 Form 4
 May 04, 2006

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 *
PANNIER DAVID R

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

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Vice President

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	05/02/2006		M		10,000	A	\$ 12.69
Common Stock, \$.01 par value	05/02/2006		S		10,000	D	\$ 44
Common Stock,							6,358.598
						I	ESPP ⁽¹⁾

\$.01 par value

Common Stock, \$.01 par value

6,461.5266 I

TNE ⁽²⁾

Common Stock, \$.01 par value

30,355.869 I

ESOP/Savings Plan/SSP ⁽³⁾

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.

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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)
Exercise of Option	\$ 12.69	05/02/2006		M	10,000	02/02/2001 ⁽⁴⁾ 02/02/2010	Common Stock, \$.01 par value

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PANNIER DAVID R
C/O AMERICAN STANDARD COMPANIES INC.
ONE CENTENNIAL AVENUE
PISCATAWAY, NJ 08855

Vice
President

Signatures

/s/ David R. Pannier (By M. Cresitello by Power of Attorney)

05/04/2006

__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 purchased pursuant to the Company's Employee Stock Purchase Plan.
 - (2) Reflects shares held under prior incentive plan. Shares are not transferable until employment ends.
 - (3) Includes shares held in ESOP, Savings Plan and Supplemental Savings Plan.
 - (4) Original grant of 90,000 options became exercisable in three equal installments beginning February 2, 2001.
 - (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. 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.