

Owens Corning
Form 4
August 02, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
THAMAN MICHAEL H

(Last) (First) (Middle)

**ONE OWENS CORNING
PARKWAY**

(Street)

TOLEDO, OH 43659

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Owens Corning [OC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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
\$01 Par Value Common	07/29/2016		M		100,161	A	\$ 30 835,188.542
\$01 Par Value Common	07/29/2016		S		100,161 (1)	D	\$ 53.13 735,027.542 (2)
\$01 Par Value Common	08/01/2016		M		49,839	A	\$ 30 784,866.542
\$01 Par Value	08/01/2016		S		49,839 (1)	D	\$ 53.3 735,027.542 (3)

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Common

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 Number Shares
Option (right to purchase)	\$ 30	07/29/2016		M		100,161		10/30/2009	10/30/2016	\$.01 Par Value Common	100,161
Option (right to purchase)	\$ 30	08/01/2016		M		49,839 <u>(3)</u>		10/30/2009	10/30/2016	\$.01 Par Value Common	49,839

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THAMAN MICHAEL H ONE OWENS CORNING PARKWAY TOLEDO, OH 43659	X Chairman, President and CEO

Signatures

Raj B. Dave by POA filed
02/04/2014 08/02/2016

**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) The shares sold on July 29 and August 1, 2016 were acquired through the exercise of options granted on October 30, 2006 with an expiration date of October 30, 2016.
- (2) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.35, inclusive. The Reporting Person undertakes to provide to Owens Corning, any security holder of Owens Corning, or the staff of

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the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.64, inclusive. The Reporting Person undertakes to provide to Owens Corning, any security holder of Owens Corning, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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