

Owens Corning
Form 4
September 01, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Genis Arnaud

(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)

08/30/2016

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)

Group Pres Composite Materials

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 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	08/30/2016		M		19,925	A	\$ 33.96	101,538	D
\$.01 Par Value Common	08/30/2016		M		10,750	A	\$ 33.73	112,288	D
\$.01 Par Value Common	08/30/2016		M		14,850	A	\$ 42.16	127,138	D
\$.01 Par Value	08/30/2016		M		11,550	A	\$ 37.65	138,688	D

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Common

\$.01 Par

Value	08/30/2016	S	66,619	D	\$	54.68	72,069	D
Common					(1)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 or Number of Shares
Option (right to purchase)	\$ 33.96	08/30/2016		M	19,925	02/02/2015 02/02/2021	\$.01 Par Value Common 19,925
Option (right to purchase)	\$ 33.73	08/30/2016		M	10,750	02/01/2016 02/01/2022	\$.01 Par Value Common 10,750
Option (right to purchase)	\$ 42.16	08/30/2016		M	14,850	(2) 02/06/2023	\$.01 Par Value Common 14,850
Option (right to purchase)	\$ 37.65	08/30/2016		M	11,550	(3) 02/05/2024	\$.01 Par Value Common 11,550

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Genis Arnaud ONE OWENS CORNING PARKWAY TOLEDO, OH 43659	Group Pres Composite Materials

Signatures

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

09/01/2016

__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).

- The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$54.65 to \$54.79, 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.
- (1)
 - (2) Options vest in four equal annual installments beginning 2/6/2014.
 - (3) Options vest in four equal annual installments beginning 2/5/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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