

AMERICAN STANDARD COMPANIES INC

Form 4

May 18, 2005

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 *
ESCULIER JACQUES

(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)
05/16/2005

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 _____ Other (specify
below) below)
Vice President

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		
Common Stock, \$.01 par value <u>(1)</u>	05/16/2005		M		9,999	A	\$ 24.45	9,999	D
Common Stock, \$.01 par value <u>(1)</u>	05/16/2005		M		13,998	A	\$ 22.69	23,997	D
Common Stock, \$.01	05/16/2005		S		23,997	D	\$ 43 0		D

par value

Common

Stock, \$.01

par value

2,030.28

I

ESOP ⁽²⁾

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
Exercise of Stock Option <u>(1)</u>	\$ 24.45	05/16/2005		M	9,999	06/17/2004 ⁽³⁾ 06/17/2012	Common Stock, \$.01 par value 9,999
Exercise of Stock Option <u>(1)</u>	\$ 22.69	05/16/2005		M	13,998	02/06/2004 ⁽⁵⁾ 02/06/2013	Common Stock, \$.01 par value 13,998

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ESCULIER JACQUES C/O AMERICAN STANDARD COMPANIES INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	Vice President

Signatures

/s/ Jacques Esculier (By M. Cresitello by Power of Attorney)

05/18/2005

__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) Shares reflect a three-for-one stock split effective May 27, 2004, exempt pursuant to Rule 16a-9.
- (2) Includes shares held in ESOP and Savings Plan.
- (3) Original grant of 30,000 options became exercisable in two equal installments beginning June 17, 2004.
- (4) Issued in connection with employment.
- (5) Original grant of 21,000 options became exercisable in three equal installments beginning February 6, 2004.

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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