

Edgar Filing: MASSENGILL R SCOTT - Form 5

MASSENGILL R SCOTT

Form 5

February 14, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

R. Scott Massengill
 c/o American Standard Companies Inc.

One Centennial Avenue

NJ, Piscataway 08855-6820

2. Issuer Name and Ticker or Trading Symbol

American Standard Companies Inc. (ASD)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice President & Treasurer

7. Individual or Joint/Group Reporting (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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year
			Amount	A/D	Price	
Common Stock, \$.01 par value	12/31/2002	A	273.768	A	1	518.0611

Common Stock, \$.01 par value	3/29/2002	A	353.3569	A	60.1375	686.56733

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership

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Acquisitive	Securities	Amount	Exercise Date	Expiration Date	Title and Number of Shares
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Explanation of Responses:

1. Reported for the period January 1 to December 31, 2002. During this period, shares were acquired at prices ranging from 59.900 to 78.300 per share.
2. Includes shares held in ESOP and Savings Plan.
3. Represents shares purchased pursuant to the Company's Employee Stock Purchase Plan ("ESPP").