

MARSHALL RUTH ANN  
 Form 4  
 February 04, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 MARSHALL RUTH ANN

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)  
 02/02/2005

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

(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 or Price		
Common Stock, \$.01 par value	02/02/2005		A <sup>(1)</sup>		23.076 A \$ 43.335	1,150.44	I DCP <sup>(2)</sup>
Common Stock, \$.01 par value	02/03/2005		A <sup>(3)</sup>		22.941 A \$ 43.59	1,173.381	I DCP <sup>(2)</sup>
Common Stock,						5,061	I Trust <sup>(4)</sup>

\$.01 par  
value

Common  
Stock,  
\$.01 par  
value

3,000 D

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)	Amount or Number of Shares
Option to Purchase Common Stock	\$ 43.34	02/02/2005		A <sup>(5)</sup>	10,500	02/02/2006 02/02/2015	Common Stock, \$.01 par value	10,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSHALL RUTH ANN C/O AMERICAN STANDARD COMPANIES INC. ONE CENTENNIAL AVENUE PISCATAWAY, NJ 08855	X			

## Signatures

/s/ Ruth Ann Marshall (By M. Cresitello by Power of Attorney)

02/04/2005

\_\_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) Represents the committee meeting fee paid on February 2, 2005, receipt of which Director elected to defer pursuant to the Deferred Compensation Plan, and which shares are allocated to Ms. Marshall's Stock Account under this Plan.
- (2) Represents shares held under the Company's Deferred Compensation Plan.
- (3) Represents the board meeting fee paid on February 3, 2005, receipt of which Director elected to defer pursuant to the Deferred Compensation Plan, and which shares are allocated to Ms. Marshall's Stock Account under this Plan.
- (4) Represents shares of stock awarded pursuant to Directors' Compensation Plan as to which Director exercises voting rights, but not right to dispose until directorship terminates.
- (5) Options exercisable in 3 equal installments, commencing February 2, 2006. Stock options granted under a plan in an exempted transaction pursuant to Rule 16b-3.
- (6) Issued in connection with service as a director.

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.