

MASENGILL R SCOTT

Form 4

February 07, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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

2/6/2003

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 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature
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Option to Purchase Common Stock	68.06	2/6/2003	A	13000	2/6/2013	Common Stock, \$.01 par value	
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Explanation of Responses:

1. Option exercisable in 3 equal installments, commencing Feb. 6, 2004. Stock option granted under a plan in an exempted transaction pursuant to Rule 16b-3.