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GOLDSTONE STEVEN F

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
 Steven F. Goldstone
 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)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Price
Common Stock, \$.01 par value	2/6/2003	A	44.079	44.079	68.06

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. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date/Year	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call
Option to Purchase Common	68.06	2/6/2003	A	5000	2/6/2003	Common Stock	5000

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Explanation of Responses:

1. Represents Board of Directors' meeting fee paid on 2/6/03, receipt of which Director elected to defer pursuant to Deferred Compensation Plan, and which shares are allocated to Mr. Goldstone's Stock Account under the Plan.
2. 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.