

AMERICAN STANDARD COMPANIES INC  
Form 8-A12B/A  
August 21, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM 8-A/A

Amendment No. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AMERICAN STANDARD COMPANIES INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-3465896  
(I.R.S. Employer  
Identification No.)

One Centennial Avenue  
P.O. Box 6820  
Piscataway, NJ  
(Address of principal executive offices)

08855-6820  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. /X/

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. / /

Securities Act registration statement file number to which this form relates (if applicable): Not Applicable.

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered | Name of each exchange on which<br>each class is to be registered |
|--|--|
| Common Stock Rights                        | The New York Stock Exchange                                      |

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

On July 10, 2003, the Board of Directors (the "Board") of American Standard Companies Inc. (the "Company") voted to amend the existing Rights Agreement,

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dated as of January 5, 1995, as amended by Amendment No. 1 thereto, dated as of January 13, 2003 and as amended by Amendment No. 2 thereto, dated as of February 6, 2003 (collectively the "Rights Agreement"), between the Company and The Bank of New York (the "Rights Agent"). Pursuant thereto, effective August 20, 2003, the Rights Agreement was amended so that the "Expiration Date" and "Record Date" were extended and the Purchase Price was increased. A copy of Amendment No. 3 to the Rights Agreement ("Amendment No. 3"), is attached hereto as Exhibit 1(c) and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to Amendment No. 3.

Item 2. Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 1              | Rights Agreement, dated as of January 5, 1995, between the Company and Citibank, N.A., as Rights Agent (incorporated by reference to Exhibit 4(xxii) to the Company's registration statement on Form S-2, Commission File No. 33-56409). |
| 1(a)           | Amendment No. 1 to Rights Agreement, dated as of January 13, 2003, between the Company and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 1(a) to the Company's Form 8-A/A, Commission File No. 001-11415). |
| 1(b)           | Amendment No. 2 to Rights Agreement, dated as of February 6, 2003, between the Company and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 1(b) to the Company's Form 8-A/A, Commission File No. 001-11415). |
| 1(c)           | Amendment No. 3 to Rights Agreement, dated August 20, 2003, between the Company and The Bank of New York, as Rights Agent.   |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 20, 2003

AMERICAN STANDARD COMPANIES INC.

By: /s/ J. Paul McGrath

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Name: J. Paul McGrath  
Title: Senior Vice President,  
General Counsel and Secretary

EXHIBIT INDEX

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