

Owens Corning
Form 4
March 06, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Genis Arnaud

(Last) (First) (Middle)

ONE OWENS CORNING
PARKWAY

(Street)

TOLEDO, OH 43659

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Owens Corning [OC]

3. Date of Earliest Transaction
(Month/Day/Year)

03/04/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group Pres Composite Materials

6. 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 (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	(A) or (D)	Price		
\$.01 Par Value Common	03/04/2014		M		11,700	A	\$ 13.89	115,687	D
\$.01 Par Value Common	03/04/2014		S		11,700	D	\$ 46.04 ⁽¹⁾	103,987	D
\$.01 Par Value Common	03/04/2014		M		9,700	A	\$ 25.45	113,687	D
\$.01 Par Value	03/04/2014		S		9,700	D	\$ 46.1	103,987	D

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Common							
\$.01 Par Value Common	03/04/2014	M	100	A	\$ 33.96	104,087	D
\$.01 Par Value Common	03/04/2014	S	100	D	\$ 46.1	103,987	D
\$.01 Par Value Common	03/04/2014	M	10,750	A	\$ 33.73	114,737	D
\$.01 Par Value Common	03/04/2014	S	10,750	D	\$ 46.1 (2)	103,987	D
\$.01 Par Value Common	03/05/2014	M	875	A	\$ 33.96	104,862	D
\$.01 Par Value Common	03/05/2014	S	875	D	\$ 46.15 (3)	103,987	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option Exercise (Right to Purchase)	\$ 13.89	03/04/2014		M	11,700	(4) 02/04/2019	Common Stock 11,700
Stock Option	\$ 25.45	03/04/2014		M	9,700	(5) 02/03/2020	Common Stock 9,700

Stock Option

M

100

(6)

02/02/2021

Common
Stock

20,900

Stock Option

M

10,750

(7)

02/01/2022

Common
Stock

21,500

Stock Option

M

875

(6)

02/02/2021

Common
Stock

20.800

Reporting Owners

Relationships

Director

10% Owner

Officer

Other

Group Pres Composite Materials

Signatures

03/06/2014

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. 77ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.02 to \$46.04, inclusive. The reporting person undertakes to provide Owens Corning, any security holder of Owens Corning, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.10 to \$46.11, inclusive. The reporting person undertakes to provide Owens Corning, any security holder of Owens Corning, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.10 to \$46.18, inclusive. The reporting person undertakes to provide Owens Corning, any security holder of Owens Corning, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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- (4) The options, representing a right to purchase a total of 11,700 shares, became exercisable on October 30, 2009.
- (5) The options, representing a right to purchase a total of 9,700 shares, became exercisable on February 3, 2011.
- (6) The options, representing a right to purchase a total of 20,900 shares, became exercisable on February 2, 2012.
- (7) The options, representing a right to purchase a total of 21,500 shares, became exercisable on February 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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