

Owens Corning
Form 4
March 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) Other (specify below)
Group Pres Composite Materials

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(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
Common \$.01 Par Value Common	03/04/2014	S	100	D	\$ 46.1	103,987	D
Common \$.01 Par Value Common	03/04/2014	M	10,750	A	\$ 33.73	114,737	D
Common \$.01 Par Value Common	03/04/2014	S	10,750	D	\$ 46.1 (2)	103,987	D
Common \$.01 Par Value Common	03/05/2014	M	875	A	\$ 33.96	104,862	D
Common \$.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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(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

Exercise (Right to Purchase)									
Stock Option Exercise (Right to Purchase)	\$ 33.96	03/04/2014	M	100	(6)	02/02/2021	Common Stock	20,900	
Stock Option Exercise (Right to Purchase)	\$ 33.73	03/04/2014	M	10,750	(7)	02/01/2022	Common Stock	21,500	
Stock Option Exercise (Right to Purchase)	\$ 33.96	03/05/2014	M	875	(6)	02/02/2021	Common Stock	20,800	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Genis Arnaud ONE OWENS CORNING PARKWAY TOLEDO, OH 43659			Group Pres Composite Materials	

Signatures

Raj B. Dave by POA filed on 03/06/2014
02/04/2014

__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) 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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