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KISSEL W CRAIG

Form 5

February 14, 2003

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person

W. Craig Kissel

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

12/2002

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)

Senior Vice President

7. Individual or Joint/Group Reporting (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) |           |       | 5. Amount of Securities Beneficially Owned at End of Year |
|------------------------------------|---------------------|---------|---|-----------|-------|---|
|                                    |                     |         | Amount  | A/D       | Price |   |
| Common Stock, \$.01 par value<br>1 | 12/31/<br>2002<br>1 | A       | 285.08  | A 1       |       | 10375.5272 1  |
| Common Stock, \$.01 par value      | 3/29/<br>2002       | A       | 211.28  | A 60.1375 |       |   |
| Common Stock, \$.01 par value      | 6/28/<br>2002       | A       | 109.66  | A 63.8350 |       |   |
| Common Stock, \$.01 par value      | 9/30/<br>2002       | A       | 129.44  | A 54.077  |       |   |
| Common Stock, \$.01 par value      | 12/31/<br>2002      | A       | 115.76  | A 60.469  |       | 2587.3293 3   |

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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. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (A) or Date of Cancellation (D) | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|---------------------------------|--|---------------------|---------------------|--|---|--|----------------|
|---------------------------------|--|---------------------|---------------------|--|---|--|----------------|

Explanation of Responses:

1. Reported for the period January 1 to December 31, 2002. During this period, shares were acquired at prices ranging from 59.900 to 78.300 per share.
2. Includes shares held in ESOP and Savings Plan.
3. Represents shares purchased pursuant to the Company's Employee Stock Purchase Plan ("ESPP").