

Owens Corning  
Form 4  
December 13, 2016

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
THAMAN MICHAEL H			Owens Corning [OC]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
			12/09/2016	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
ONE OWENS CORNING PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)	Chairman, President and CEO
		(Street)		6. Individual or Joint/Group Filing(Check Applicable Line)
TOLEDO, OH 43659				<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
\$.01 Par Value Common	12/05/2016		G		43,615	D	\$ 0 693,650.67
\$.01 Par Value Common	12/09/2016		M		104,310	A	\$ 13.89 797,960.67
\$.01 Par Value Common	12/09/2016		S		104,310	D	\$ 55.87 693,650.67
\$.01 Par Value	12/12/2016		M		90,913	A	\$ 13.89 784,563.67

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Common \$.01 Par Value	12/12/2016	S	90,913	D	\$ 55.14 (2)	693,650.67	D
Common \$.01 Par Value	12/13/2016	M	31,177	A	\$ 13.89	724,827.67	D
Common \$.01 Par Value	12/13/2016	S	31,177	D	\$ 55.3 (3)	693,650.67	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 Number Shares
Option (right to purchase)	\$ 13.89	12/09/2016		M	104,310	02/04/2013 02/04/2019	\$.01 Par Value 104,310 Common
Option (right to purchase)	\$ 13.89	12/12/2016		M	90,913	02/04/2013 02/04/2019	\$.01 Par Value 90,913 Common
Option (right to purchase)	\$ 13.89	12/13/2016		M	31,177	02/04/2013 02/04/2019	\$.01 Par Value 31,177 Common

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THAMAN MICHAEL H ONE OWENS CORNING PARKWAY TOLEDO, OH 43659	X		Chairman, President and CEO	

## Signatures

/s/ Raj B. Dave,  
Attorney-in-fact

12/13/2016

\_\_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 \$55.87 price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.49-\$56.11, inclusive. The Reporting Person undertakes to provide to 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 \$55.14 price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$54.82-\$55.68, inclusive. The Reporting Person undertakes to provide to 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 \$55.30 price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.03-\$55.64, inclusive. The Reporting Person undertakes to provide to 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.