Owens Corning Form 4 February 07, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

\$.01 Par Value

Common

02/06/2014

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * McMurray Michael C.			2. Issuer Name and Ticker or Trading Symbol Owens Corning [OC]				' 5	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) ONE OWENS CORNING PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 02/05/2014					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP and CFO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
TOLEDO, OH 43659								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-E	erivative	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)	
\$.01 Par Value Common	02/05/2014			A	13,900	A	\$ 0 <u>(1)</u>	48,988	D		
\$.01 Par Value Common	02/06/2014			F	985 (2)	D	\$ 38.81	48,003	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

A

220

A

\$ 0 (3) 48,223

D

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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)	TransactiorDerivative Code Securities		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)	\$ 37.65	02/05/2014		A	21,100	<u>(4)</u>	02/05/2024	\$.01 Par Value Common	21,100	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sr. VP and CFO

McMurray Michael C.

ONE OWENS CORNING PARKWAY

TOLEDO, OH 43659

Signatures

Raj B. Dave by POA filed 11/12/2013 02/07/2014

**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) Shares of restricted stock granted under the Owens Corning 2013 Stock Plan and pursuant to the Company's Long-Term Incentive Program.
- (2) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.
- (3) Awarded in connection with settlement of Performance Share Units for the three-year performance cycle ended December 31, 2013.
- (4) The option vests in four equal annual installments beginning on February 5, 2015.

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

Reporting Owners 2

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