Owens Corning Form 4 August 20, 2008

FORM 4

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

OMB

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

\$.01 Par Value

Common \$.01 Par Value

Common

08/18/2008

08/18/2008

1. Name and Address of Reporting Person * Czanderna Karel K			nbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)		vens Corning Date of Earliest		(Check all applicable)			
,			onth/Day/Year)	Transaction	Director	10%	6 Owner	
ONE OWENS CORNING PARKWAY			/18/2008		X_ Officer (girbelow)	ve title Oth below) Pres., Bldg. Mate		
(Street)			f Amendment, l	Date Original	6. Individual or Joint/Group Filing(Check			
TOLEDO, OH 43659			ed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securities Acquired etion(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

13,275

23,275

Transaction(s) (Instr. 3 and 4)

D

D

(A)

(D)

Α

Price

<u>(1)</u>

<u>(2)</u>

Amount

13,275

10.000 A

A

A

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date Expiration		Oľ			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Czanderna Karel K ONE OWENS CORNING PARKWAY **TOLEDO, OH 43659**

Group Pres., Bldg. Materials

Signatures

Rodney A. Nowland by POA filed 8/20/08

08/20/2008

**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).
- Shares of restricted stock granted under the Owens Corning 2006 Stock Plan and pursuant to the Company's Long-Term Incentive **(1)** Program.
- (2) Shares of restricted stock granted under the Owens Corning 2006 Stock Plan.

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.

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