Owens Corning Form 4 February 19, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

	Address of Reporting P ORMAN P JR	Symbol	2. Issuer Name and Ticker or Trading Symbol Owens Corning [OC] 3. Date of Earliest Transaction				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of									
` ′	, ,	(Month/Da					X Director	10%	6 Owner		
ONE OWE PARKWAY	NS CORNING Y		02/18/2014						er (specify		
	(Street)	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
TOLEDO, (ОН 43659		Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o 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	02/18/2014		A	724 (1)	A	\$0	45,824	D			

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Date	Date	of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BLAKE NORMAN P JR
ONE OWENS CORNING PARKWAY
TOLEDO, OH 43659

Signatures

Raj B. Dave by POA filed on 10/29/2013

02/19/2014

Date

**Signature of Reporting Person

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) Deferred share portion of quarterly Director retainer/fees.

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. >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)Represents shares of the Issuer's common stock ("Common Stock") sold by JMI Equity Side Fund, L.P. ("Equity Side Fund"). Immediately following such sales, Equity Side Fund owns an aggregate of 0 shares of Common Stock. Mr. Barber is an officer of JMI Equity Side Associates, L.L.C., the general partner of Equity Side Fund. Mr. Barber is a limited partner of Equity Side Fund. (2) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the reported transaction ranged from \$42.16 to \$43.03 per share. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price. (3) Represents shares directly held by Mr. Barber, including shares he received as a result of the pro rata distributions-in-kind made on August 6, 2013 by JMI Equity Fund IV Trust, JMI Associates IV Trust, JMI Equity Fund IV (AI) Trust, JMI Associates IV (AI) Trust, JMI Euro Equity Fund IV Trust, JMI Associates Euro IV Trust, JMI Equity Fund V Trust, JMI Associates V Trust, JMI Equity Fund V (AI) Trust and JMI Associates V (AI) Trust. Mr. Barber's receipt of the foregoing distributed shares was made for no consideration. Each such distribution was exempt from Section 16 of the Securities Exchange Act pursuant to Rule 16a-13.(4)As of the date hereof, two family trusts for which Mr. Barber may be deemed to control investment decisions (the "Family Trusts") directly hold an aggregate of 166,888 shares of Common Stock, including shares they received in connection with the distributions described in footnote (3). Such receipt was made for no consideration, and each such distribution was exempt from Section 16 of the Securities Exchange Act pursuant to Rule 16a-13. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Barber. Mr. Barber disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the

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shares held by such trusts by virtue of his position with such trusts.

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