

Owens Corning  
Form POS AM  
March 06, 2008

As filed with the Securities and Exchange Commission on March 6, 2008

Registration No. 333-136363

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

**Post-Effective Amendment No. 4 on**  
**Form S-3**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**Owens Corning**

(Exact Name of Registrant as Specified in its Charter)

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(State or Other Jurisdiction of

(Primary Standard Industrial

(I.R.S. Employer Identification No.)

Incorporation or Organization)

Classification Code Number)  
One Owens Corning Parkway

Toledo, OH 43659

(419) 248-8000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Stephen K. Krull

Senior Vice President, General Counsel and Secretary

Owens Corning

One Owens Corning Parkway

Toledo, OH 43659

(419) 248-8000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent of Service)

*With a copy to:*

Larry A. Barden

Lisa J. Reategui

Sidley Austin LLP

One South Dearborn

Chicago, IL 60603

(312) 853-7000

**Approximate date of commencement of proposed sale to the public: Not applicable.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 4 to the Registration Statement on Form S-3 (Registration No. 333-136363) of the registrant, initially filed with the Securities and Exchange Commission on Form S-1 on August 7, 2006, as amended by a pre-effective amendment filed on October 25, 2006 and post-effective amendments filed on December 8, 2006, March 14, 2007 and February 29, 2008 (the Registration Statement ) hereby further amends the Registration Statement to set forth the number of shares not sold by the selling stockholders listed therein and deregistered by Post-Effective Amendment No. 3 to the Registration Statement, filed on February 29, 2008 ( Post-Effective Amendment No. 3 ).

The maximum aggregate offering price of common stock registered under the Registration Statement, or \$3,843,000,000, was based on the registration of 128,100,000 shares of the registrant s common stock at \$30.00 per share. Up to 31,059,207 shares were sold pursuant to the Registration Statement. In compliance with the registrant s undertaking in Part II, Item 17(a)(3) of the Registration Statement, the registrant removed from registration by means of Post-Effective Amendment No. 3 all 97,040,793 shares remaining unsold under the Registration Statement.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toledo, State of Ohio, on March 6, 2008.

Owens Corning

By: /s/ Michael H. Thaman  
Michael H. Thaman

Chairman of the Board, President

and Chief Executive Officer