

Owens Corning
Form 4
May 29, 2009

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 *
D. E. SHAW LAMINAR PORTFOLIOS, L.L.C.

(Last) (First) (Middle)

120 WEST FORTY-FIFTH STREET, 39TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Owens Corning [OC]

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See footnotes 3 and 4.

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/27/2009 | | S | | 59,448 | D | \$ 14.5586 |
| | | | | | | | 10,410,932 |
| | | | | | | | <u>(1)</u> |
| Common Stock | 05/28/2009 | | S | | 505,302 | D | \$ 13.478 |
| | | | | | | | 9,905,630 |
| | | | | | | | <u>(2)</u> |
| Common Stock | 05/29/2009 | | S | | 634,060 | D | \$ 13.9527 |
| | | | | | | | 9,271,570 |
| | | | | | | | <u>(3)</u> <u>(4)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------|
| | Director | 10% Owner | Officer | Other |
| D. E. SHAW LAMINAR PORTFOLIOS, L.L.C. 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036 | X | | | See footnotes 3 and 4. |
| D. E. Shaw Oculus Portfolios, L.L.C. 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036 | X | | | See footnotes 3 and 4. |
| D. E. SHAW & CO, L.P. 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036 | X | | | See footnotes 3 and 4. |
| D. E. SHAW & CO, L.L.C. 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036 | X | | | See footnotes 3 and 4. |
| SHAW DAVID E 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036 | X | | | See footnotes 3 and 4. |

Signatures

| | |
|--|------------|
| D. E. Shaw Laminar Portfolios, L.L.C. By: Rochelle Elias, Authorized Signatory | 05/29/2009 |
| __Signature of Reporting Person | Date |
| D. E. Shaw Oculus Portfolios, L.L.C. By: Rochelle Elias, Authorized Signatory | 05/29/2009 |
| __Signature of Reporting Person | Date |
| D. E. Shaw & Co., L.P. By: Rochelle Elias, Chief Compliance Officer | 05/29/2009 |
| __Signature of Reporting Person | Date |
| D. E. Shaw & Co., L.L.C. By: Rochelle Elias, Chief Compliance Officer | 05/29/2009 |
| __Signature of Reporting Person | Date |
| David E. Shaw By: Rochelle Elias, Attorney-in-fact for David E. Shaw | 05/29/2009 |
| __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) Weighted average sale price for the transactions report on this line. Actual sales ranged in price from \$14.50 to \$14.65. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) Weighted average sale price for the transactions report on this line. Actual sales ranged in price from \$13.4776 to \$13.69. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) D. E. Shaw & Co., L.P. ("DESCO LP"), as investment adviser to D. E. Shaw Laminar Portfolios, L.L.C. ("Laminar") and D. E. Shaw Oculus Portfolios, L.L.C. ("Oculus"); D. E. Shaw & Co., L.L.C. ("DESCO LLC"), as managing member of Laminar and Oculus; and David E. Shaw (as president and sole shareholder of D. E. Shaw & Co., Inc. ("DESCO, Inc."), which is the general partner of DESCO LP, and as president and sole shareholder of D. E. Shaw & Co. II, Inc. ("DESCO II, Inc."), which is the managing member of DESCO LLC) may be deemed, for purposes of Section 16 of the Securities Exchange Act of 1934, directors of the Issuer by virtue of DESCO LP employee David Lyon's service as member of the Issuer's board of directors. None of Laminar, Oculus, DESCO LP, DESCO LLC, or David E. Shaw serves as a director of the Issuer.

(4) (Continued from Footnote 2) In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock of the Issuer that may be deemed to be beneficially owned by Laminar, Oculus, DESCO LP, or DESCO LLC was previously reported. None of DESCO LLC, DESCO, Inc., DESCO II, Inc., or David E. Shaw owns any shares of Common Stock directly, and each disclaims beneficial ownership of any of the securities reported, except to the extent of any pecuniary interest therein. DESCO LP disclaims beneficial ownership of the shares beneficially owned by Laminar and the shares beneficially owned by Oculus, except to the extent of any pecuniary interest therein.

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.