

Khan Fareed A  
 Form 3  
 January 11, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Khan Fareed A                              |         | (Month/Day/Year)                     | USG CORP [usg]                                   |  |
| (Last)                                     | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|  |         | 01/01/2006                           |  |  |
| USG CORPORATION, 125 SOUTH FRANKLIN STREET |         |                                      | (Check all applicable)                           |  |
| (Street)                                   |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
| CHICAGO, IL 60606                          |         |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
| (City)                                     | (State) | (Zip)                                | (give title below)                               | (specify below)  |
|  |         |                                      | Vice President                                   |  |
|  |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|  |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common stock                    | 23.632 <sup>(1)</sup>                                 | D  |   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|              | Date<br>Exercisable | Expiration<br>Date |                 | Amount or<br>Number of<br>Shares |      | or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------|---------------------|--------------------|-----------------|----------------------------------|------|----------------------------------|---|
| Common stock | Â (2)               | Â (3)              | Common<br>stock | 0                                | \$ 0 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Khan Fareed A<br>USG CORPORATION<br>125 SOUTH FRANKLIN STREET<br>CHICAGO, IL 60606 | Â             | Â         | Â Vice President | Â     |

## Signatures

|   |            |
|---|------------|
| Robert J. Burrell,<br>Attorney-In-Fact    | 01/11/2006 |
| <u>    </u> Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 held through the USG Corporation Investment Plan.
- (2) The reporting person does not own USG Corporation derivative securities.
- (3) See footnote one.

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