Edgar Filing: USG CORP - Form 4

USG CORP

Form 4										
	August 11, 2009 FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287
Subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSH SECURITIES					Expires: January 3 200 Estimated average burden hours per response 0	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public U		ding Con	npany	Act of	e Act of 1934, E 1935 or Section 0	n	
(Print or Type R	Responses)									
1. Name and Address of Reporting Person * 2. Issue Leets Karen L Symbol				Issuer Name and Ticker or Trading nbol				5. Relationship of Reporting Person(s) to Issuer		
	USG CORP [USG]					(Check all applicable)				
(Mont				. Date of Earliest Transaction Month/Day/Year) 8/08/2009				Director 10% Owner X Officer (give title Other (specify below) below) Vice President		
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
CHICAGO,	IL 60661							Form filed by M Person	Iore than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	spose 4 and (A) or	d 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)	
Common Stock	08/08/2009			F	376 <u>(1)</u>	D	\$ 15.94	12,864	D	

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 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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				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				
Leets Karen L C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Vice President					
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact		08/11/	/2009					
**Signature of Reporting Person		Dat	e					

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) Shares withheld to satisfy tax withholding obligation upon vesting of restricted stock units previously reported as securities beneficially owned, as required by applicable Restricted Stock Units Agreement.

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.