Edgar Filing: FORD W DOUGLAS - Form 4

FORD W DOU	JGLAS										
Form 4											
January 04, 201	10										
FORM	4	~ ~							PPROVAL		
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATEM		SECU	RITIES	Estimated burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5					
obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(a) of the I	Public U	tility Ho	lding Cor		nge Act of 1934, t of 1935 or Secti 1940				
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> FORD W DOUGLAS			2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]				5. Relationship of Reporting Person(s) to Issuer				
(Least)	(Einst)			-	-		(Check all applicable)				
(Last) (First) (Middle) C/O USG CORPORATION, 550 WEST ADAMS STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2009			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
CHICAGO, IL	2 60661						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Report	on a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation con ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of(D)(Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Deferred Stock Units	<u>(1)</u>	12/31/2009		A		5,623.9016		(1)	<u>(1)</u>	Common Stock	5,623.90

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FORD W DOUGLAS C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Х						
Signatures							
/s/ Ellis A. Regenbogen, Attorney-In-Fact	01/04/2010						
**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).

Deferral of compensation for service as a director pursuant to the USG Corporation Deferred Compensation Program for Non-Employee Directors. Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units

- (1) Directors, Each defended stock unit represents the reporting person's option, following the reporting person's termination of service as a director.
- (2) Mean of the high and low sales prices of a share of common stock on December 31, 2009.

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.