Edgar Filing: Griffin Christopher R. - Form 4

Griffin Chris	topher R.												
Form 4													
February 16,	2010												
FORM	4						~~~			OMB AF	OMB APPROVAL		
	Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287				
Check thi	ter.										January 31, 2005		
if no longer subject to STATEMENT OF Cl				HANGES IN BENEFICIAL OWN					NERSHIP OF	Expires: 20 Estimated average			
	Section 16.				SECURITIES					burden hours per			
Form 4 or Form 5	Form 4 or					a .	·	1	A (C1024	response	0.5		
obligation	no -							•	e Act of 1934,	•			
may cont	inue. Section I		of the In	•		•	· ·		1935 or Section	1			
<i>See</i> Instru 1(b).	iction	50(II)	of the m	vestiller	in C	ompan	y At	1 01 194	-O				
(Print or Type F	Responses)												
				2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
U			USG CO	USG CORP [USG]					(Check all applicable)				
(Last) (First) (Middle) 3. Date of				of Earliest Transaction					11	,			
				Month/Day/Year)					Director 10% Own X Officer (give title Other (sp				
	ORPORATIO		02/13/2	010					below)	below) Vice Presiden			
	(Street)	Street) 4. If			. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mor	d(Month/Day/Year)					Applicable Line)				
CHICAGO,	IL 60661								_X_ Form filed by C Form filed by M Person				
(City)	(State)	(Zip)			_		~						
(eng)	(State)	(Eip)	Tabl	e I - Non	-Der	rivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of				3. T		4. Securit		-	5. Amount of Securities	6. Ownership 7. Natu Form: Direct Indirect			
Security (Instr. 3)	(Month/Day/Ye	(Month/Day/Year) Execution any			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					(D) or	Beneficial		
(Day/Year) (Instr. 8)						Owned	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
							(A) or		Transaction(s)				
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	02/13/2010			F	3	320 <u>(1)</u>	D	\$ 13.21	47,923	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration E (Month/Day e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
I State and the second	Director	10% Owner	Officer	Other				
Griffin Christopher R. C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Senior Vice President	t				
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact								
**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.