Edgar Filing: USG CORP - Form 4

USG CORP												
Form 4												
March 24, 20	010											
FORM	14									OMB AF	PROVAL	
	UNITED) STATES				ND EX(D.C. 20		NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					NERSHIP OF	Expires: January 31 2009 Estimated average burden hours per response 0.4		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17	7(a) of the		tility H	Iold	ing Con	ipany	Act of	e Act of 1934, 1935 or Section 0		0.0	
(Print or Type I	Responses)											
Leets Karen L Symbol				er Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				ate of Earliest Transaction nth/Day/Year)					Director 10% Owner			
	ORPORATION AMS STREET	I, 550	03/23/2	-	- /				X_Officer (give below) Vi	title Othe below) ce President	er (specify	
				mendment, Date Original /onth/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			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med n Date, if Day/Year)	Code (Instr.	8)	4. Securit n(A) or Di (Instr. 3, Amount	sposed 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	03/23/2010			F		82 (1)	D	\$ 16.35	16,999	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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	ınt of rlying	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		

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		03/24/	/2010					
**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.