COOK BRIAN J Form 4 March 25, 2010

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
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0.5

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5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

Common

Stock

may continue.

See Instruction

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

2 Januar Nama and Tielzer or Tradina

(Print or Type Responses)

1. Name and Address of Reporting Person \*

03/23/2010

COOK BRI	IAN J	Symbol	ORP [USG]	Issuer (Check all applicable)				
	(First) (N CORPORATION, AMS STREET	(Month/I	f Earliest Transaction Day/Year) 1010	Director 10% Owner Senior Vice President				
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check				
CHICAGO (City)	,	(7:n)	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Tab.	le I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				

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

F

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SEC 1474

(9-02)

D

65,112

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

205 (1) D

#### Edgar Filing: COOK BRIAN J - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COOK BRIAN J C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661

Senior Vice President

# **Signatures**

/s/ Ellis A. Regenbogen, Attorney-In-Fact

03/25/2010

\*\*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).
- (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.

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