Martin Mary A. Form 4 August 09, 2010

## FORM 4

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

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

**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Martin Mary A.	2. Issuer Name <b>and</b> Ticker or Trading Symbol USG CORP [USG]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O USG CORPORATION, 550  WEST ADAMS STREET	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2010	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (spec below)  Vice President			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO, IL 60661		Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Nor	a-Derivative Securities Acq	uired, Disposed (	of, or Beneficially Owned
1.Title of	2. Transaction	Date 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature

1.	Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acquired	5. Amount of	6. Ownership	7. Nature of
S	ecurity	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect
(I	nstr. 3)		any	Code	(Instr. 3, 4 a	and 5)	Beneficially	(D) or	Beneficial
			(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
						(A)	Reported		
						(A)	Transaction(s)		
				Code V		or (D) Price	(Instr. 3 and 4)		
	ommon tock	08/08/2010		F	258 <u>(1)</u> D	) \$ 12.01	28,025	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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#### Edgar Filing: Martin Mary A. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						2	2		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Martin Mary A. C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661

Vice President

## **Signatures**

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

08/09/2010

\*\*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).
- 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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