Edgar Filing: COOK BRIAN J - Form 4

COOK BRIA	AN J											
Form 4												
August 10, 2	010											
FORM	14								OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check thi if no long	ter								Expires:	January 31,		
subject to		MENT O	F CHAN			ICIA	NERSHIP OF	Estimated average				
Section 1	Section 16. SECURITIES								burden hours per			
Form 4 or Form 5			~ .• 4						response	0.5		
obligation	*						•	e Act of 1934,				
may cont				•	•	· ·		1935 or Section	1			
See Instru	uction	50(II)	of the In	vestmen	t Compai	Iy Ac	t OI 194	Ю				
1(b).												
(Print or Type F	Responses)											
1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading 5. Relationship							5. Relationship of	f Reporting Person(s) to				
COOK BRI	AN J		Symbol					Issuer				
USG C				CORP [USG]				(Chao)	all applicable			
(Last) (First) (Middle) 3. Date of				of Earliest Transaction			(Check all applicable)					
				n/Day/Year)				Director 10% Owner				
C/O USG CORPORATION, 550 08/08/20				/2010				_X_ Officer (give title Other (specify below) below)				
WEST ADA	MS STREET							· · · · · · · · · · · · · · · · · · ·	Vice Presiden	t		
	(Street)		4 If Ame	ndment D	ate Origina	1		6 Individual or Io	int/Group Filin	o(Check		
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
T nod(non								_X_ Form filed by One Reporting Person				
CHICAGO,	IL 60661							Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip)										
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Dat			3.	4. Secur		•	5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Year		n Date, 1f	Transact Code	ion(A) or D			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Instr. 5)		any (Month/I	Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)				Owned	Indirect (I)			
			•					Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
						or		(Instr. 3 and 4)				
Common				Code V	Amount	(D)	Price					
Common Stock	08/08/2010			F	928 <u>(1)</u>	D	\$ 12.01	64,184	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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
I G G G G G G G G G G G G G G G G G G G	Director	10% Owner	Officer	Other				
COOK BRIAN J C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Senior Vice Presider	nt				
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact	08/10/2010							
**Signature of Reporting Person		Dat	e					
Environment of Da								

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.