Edgar Filing: COOK BRIAN J - Form 4

COOK BRIA	AN J											
Form 4												
February 10,	2011											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL					
	UNITE	ID STATES				ND EXC D.C. 205		IGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer								OW	NERSHIP OF	Expires:	January 31, 2005	
Section 1	Subject to				ES IN BENEFICIAL OWNERSHIP OF ECURITIES					Estimated average burden hours per		
Form 4 or Form 5			n . 1.			a	Б		A (61024	response	0.5	
obligation may cont <i>See</i> Instru 1(b).	ns Section	7(a) of the		ility Ho	ldi	ng Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)											
COOK BRIAN J Symbol				er Name and Ticker or Trading ORP [USG]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)						(Check all applicable)					
	ORPORATIO MS STREET		(Month/D 02/09/20	ay/Year)					Director X Officer (give below) Senio		o Owner er (specify nt	
	(Street)		4. If Ame	ndment, D	Date	e Original			6. Individual or Jo	oint/Group Filin	1g(Check	
Filed(Mont				(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO,	IL 60661								Person		.r	
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	Code (Instr. 8	tioı)	n(A) or Dis (D) (Instr. 3, 4	sposed 4 and 5 (A) or	of 5)	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				Code	V	Amount 11,939	(D)	Price				
Stock	02/09/2011			А		<u>(1)</u>	А	\$0	63,435	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.99	02/09/2011		A	17,559	(2)	02/09/2021	Common Stock	17,559

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		02/10/	/2011				
**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) Restricted stock units that vest in four equal annual installments beginning on February 9, 2012. Each unit represents the right to receive one share of common stock.

(2) The option vests in four equal annual installments beginning on February 9, 2012.

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.