Edgar Filing: FERGUSON STANLEY L - Form 4

FERGUSON Form 4	N STANLEY L									
February 14	, 2012									
FORM	14 UNITED STATE	S SECUE	DITIES A	ND FV	СПУ	NCEO	OMMISSION		PPROVAL	
			shington,			INGE C		OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31, 2005	
subject to STATEMENT OF CHANG				BENEF ATIES	ICIA		NERSHIP OF	Estimated a	average	
Section 16. Form 4 or								burden hou response	rs per 0.5	
Form 5 obligatio	Filed pursuant to					•				
may continue. $20(1) = f d h a$ Lengthmant Company Act of 1955 of Section										
<i>See</i> Instruction 30(n) of the Investment Company Act of 1940 1(b).										
(Print or Type	Responses)									
1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to								son(s) to		
FERGUSON STANLEY L Symbol			I CORP [USG]				Issuer			
			L	-			(Chec	:)		
(Eust)	(Thist) (Thiddo)	(Month/E	f Earliest Transaction Day/Year)				Director	10% Owner		
C/O USG C WEST AD)/2012				XOfficer (give titleOther (specify below)					
WEST AD								ve Vice Preside		
(Street) 4. If Amer Filed(Mont				-	1		6. Individual or Joint/Group Filing(Check Applicable Line)			
~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~					_X_ Form filed by One Reporting Person Form filed by More than One Reporting					
CHICAGO	, IL 60661						Person		porting	
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date 2A. De (Month/Day/Year) Executi					cquired	5. Amount of Securities	6. Ownership Form: Direct		
(Instr. 3)	any		Code (Instr. 3, 4 and 5)				Beneficially	(D) or	Beneficial	
(Month/Day/Year)							Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	02/10/2012		F	1,852	D	\$	139,568	D		
Stock	02,10,2012		•	(1)	D	13.99	10,000	D		
Common Stock	02/11/2012		F	2,229 (1)	D	\$ 13.99	137,339	D		
Common				<u> </u>						
Stock	02/11/2012		F	(2) (2)	D	\$ 14.76	132,356	D		
Common	02/12/2012		F	407 (1)	D	\$	121.960	D		
Stock	02/13/2012		F	487 <u>(1)</u>	D	14.47	131,869	D		
Common							293.785	Ι	By 401(K)	
Stock									Plan	

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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)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date		Number		
				<u> </u>					of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FERGUSON STANLEY L C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Executive Vice President					
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact		02/14/	/2012					
<u>**</u> 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.
- (2) Shares withheld to satisfy tax withholding obligation with respect to performance shares that became earned.

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.