

USG CORP  
Form 4  
March 10, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FOOTE WILLIAM C**

(Last) (First) (Middle)  
**C/O USG CORPORATION, 550  
WEST ADAMS STREET**  
  
(Street)

**CHICAGO, IL 60661**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**USG CORP [USG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/08/2010**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/08/2010		S		1,200 D \$ 15.25	534,752	D
Common Stock	03/08/2010		S		300 D \$ 15.255	534,452	D
Common Stock	03/08/2010		S		2,000 D \$ 15.26	532,452	D
Common Stock	03/08/2010		S		200 D \$ 15.265	532,252	D
Common Stock	03/08/2010		S		200 D \$ 15.27	532,052	D

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Common Stock	03/08/2010	S	400	D	\$ 15.28	531,652	D	
Common Stock	03/08/2010	S	641	D	\$ 15.29	531,011	D	
Common Stock	03/08/2010	S	400	D	\$ 15.295	530,611	D	
Common Stock	03/08/2010	S	608	D	\$ 15.3	530,003	D	
Common Stock	03/08/2010	S	1,100	D	\$ 15.32	528,903	D	
Common Stock	03/08/2010	S	1,100	D	\$ 15.33	527,803	D	
Common Stock	03/08/2010	S	100	D	\$ 15.335	527,703	D	
Common Stock	03/08/2010	S	628	D	\$ 15.34	527,075	D	
Common Stock	03/08/2010	S	100	D	\$ 15.345	526,975	D	
Common Stock	03/08/2010	S	1,400	D	\$ 15.35	525,575	D	
Common Stock	03/08/2010	S	400	D	\$ 15.355	525,175	D	
Common Stock	03/08/2010	S	1,400	D	\$ 15.36	523,775	D	
Common Stock	03/08/2010	S	1,900	D	\$ 15.37	521,875	D	
Common Stock	03/08/2010	S	100	D	\$ 15,375	521,775	D	
Common Stock	03/08/2010	S	723	D	\$ 15.38	521,052	D	
Common Stock	03/08/2010	S	100	D	\$ 15.39	520,952	D	
Common Stock						10,000	I	By Wife
Common Stock						1,000	I	For Benefit of Children

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

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SEC 1474  
(9-02)

number.

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOOTE WILLIAM C C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Chairman and CEO	

## Signatures

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

03/10/2010

\_\_\_\_\_\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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