Edgar Filing: LOWES DAVID RICKY - Form 4

| | AVID RICKY | | | | | | | | | |
|--|--|--|-----------------------------|----------|----------------------|--|---|----------------------|--|--|
| Form 4 February 15 | 5. 2013 | | | | | | | | | |
| | ЛЛ | | | | | | OMB AF | PROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | 3235-0287 | | |
| if no lor subject Section Form 4 | nger to 16. or | | RITIES | | | | Expires: Estimated a burden hour response | urs per | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 LOWES D | 2. Issuer Name ar Symbol USG CORP [US | mbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (Middle) | 3. Date of Earliest | - | | | (Check all applicable) | | | | |
| C/O USG (WEST AD | (Month/Day/Year) 02/13/2013 | Month/Day/Year))2/13/2013 | | | | Director 10% Owner X Officer (give title Other (specify below) Senior Vice President | | | | |
| | (Street) | 4. If Amendment, I Filed(Month/Day/Ye | - | ıl | Ĺ | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| CHICAGO | 0, IL 60661 | | | | | Form filed by Mo Person | | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | y Owned | | |
| 1.Title of Security (Instr. 3) | any | on Date, if Transacti Code /Day/Year) (Instr. 8) | oror Dispos (Instr. 3, 4 | ed of (| | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6.7. Nature ofOwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4) | | | |
| Common Stock | 02/13/2013 | A | 9,707 | (D) A | \$ 0 | 52,865 | D | | | |
| Common Stock | 02/13/2013 | F | 3,141 (1) | D | \$ 30.31 | 49,724 | D | | | |
| Common Stock | 02/14/2013 | S | 15,000 | D | \$ 30.0401 (2) | 34,724 | D | | | |
| Common Stock | | | | | | 782.4358 | Ι | By 401(K) 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 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 prof 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. I Dei Sec (In: |
|---|---|---|---|--|---|--|--------------------|---|--|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Market Share Units | (3) | 02/13/2013 | | А | 6,076 | <u>(4)</u> | 12/31/2015 | Common Stock | 6,076 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-----------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| LOWES DAVID RICKY C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661 | | | Senior Vice President | | | | |
| Signatures | | | | | | | |
| /s/ Stanley L. Ferguson, Attorney-In-Fact | 02/15/2013 | | | | | | |
| **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).
- (1) Shares withheld to satisfy tax withholding obligation with respect to performance shares that became earned.
- The per share sales price for the common stock sold in the reported transaction ranged from \$30.00 to \$30.14. The reporting person will(2) provide upon request by the Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares sold at each separate price.

(3)

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Each market share unit represents the right to receive one share of common stock assuming certain market price targets are achieved. The market share units vesting and the actual number of shares received are contingent on Issuer's common stock achieving certain pre-defined market price levels during pre-determined intervals and continued employment.

(4) The market share units will be earned, if at all, one-half on December 31, 2014 and one-half on December 31, 2015, in each case if pre-determined market price targets of Issuer's common stock are attained.

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.