LOWES DAVID RICKY

Form 4

February 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad LOWES DA	*	-	2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
C/O USG CORPORATION, 550 WEST ADAMS STREET			(Month/Day/Year) 02/13/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President		
(Street) CHICAGO, IL 60661			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owner		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	02/13/2013		A	9,707	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	I	By 401(K) plan

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

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SEC 1474 (9-02)

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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)	4. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Share Units	<u>(3)</u>	02/13/2013	A	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 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)

Reporting Owners 2

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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.