COOK BRIAN J Form 4/A August 08, 2005

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
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

#### **OMB APPROVAL**

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

Common

stock

08/04/2005

(Cresponses)											
1. Name and Address of Reporting Person * COOK BRIAN J			2. Issuer Name <b>and</b> Ticker or Trading Symbol USG CORP [usg]				5. Relationship of Reporting Person(s) to Issuer				
(First)	(Middle)	3. Date of Earliest Transaction					(Check an	аррисавіе)			
	LIN		•			X_	Director 10% Owner Officer (give title Other (specification) below)  Senior Vice President				
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 08/04/2005			Applic _X_ F	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
O, IL 60606								nan One Report	ing		
(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	curitie	s Acquired,	Disposed of, or l	Beneficially (	Owned		
Security (Month/Day/Year) Execu (Instr. 3) any		Date, if TransactionDisposed of (D)  Code (Instr. 3, 4 and 5)			) Î	d (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
08/04/2005			M	7,640	D	\$ 50.0419	8,946.5451	D			
08/04/2005			F	3,692	D	\$ 50.0419	8,946.5451	D			
08/04/2005			M	1,763	D	\$ 50.0419	8,946.5451	D			
08/04/2005			F	488	D	\$ 50.0419	8,946.5451	D			
	Address of Reporting RIAN J  (First)  RP, 125 S FRANK DEPT 188  (Street)  O, IL 60606  (State)  2. Transaction Date (Month/Day/Year)  08/04/2005  08/04/2005	Address of Reporting Person ** RIAN J  (First) (Middle)  RP, 125 S FRANKLIN DEPT 188 (Street)  O, IL 60606 (State) (Zip)  2. Transaction Date (Month/Day/Year) Execution I any (Month/Day)  08/04/2005  08/04/2005	Address of Reporting Person * 2. Issue Symbol USG (  (First) (Middle) 3. Date (Month O8/04/2005)  (Street) 4. If Arrieled (Month/Day/Year)  (State) (Zip) Ta  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) Execution Date, if any (Month/Day/Year)  (08/04/2005)  (08/04/2005)	Address of Reporting Person 2 RIAN J  (First) (Middle) 3. Date of Earliest (Month/Day/Year)  (P, 125 S FRANKLIN DEPT 188  (Street) 4. If Amendment, Filed(Month/Day/Year)  (State) (Zip) Table I - Non  2. Transaction Date (Month/Day/Year)  2. Transaction Date in Transaction Date, if Transaction Date (Month/Day/Year)  (Month/Day/Year) Execution Date, if Transaction Date (Month/Day/Year)  (Month/Day/Year) (Instr. 8)  Code V  08/04/2005  RIAN J  2. Issuer Name a Symbol USG CORP [ustricted in the complex of the compl	Address of Reporting Person 2 RIAN J  Symbol  USG CORP [usg]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (P, 125 S FRANKLIN  DEPT 188  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  08/04/2005  D, IL 60606  (State) (Zip) Table I - Non-Derivative Sec  2. Transaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Code (Instr. 3, 4 and (Month/Day/Year))  (Month/Day/Year) (Instr. 8)  Code V Amount  08/04/2005  RIAN J  Symbol  USG CORP [usg]  3. Date of Earliest Transaction (Month/Day/Year)  08/04/2005  Table I - Non-Derivative Sec  Code (Instr. 3, 4 and Code)  Code (Instr. 3, 4 and Code)  Code V Amount  08/04/2005  RIAN J  Symbol  USG CORP [usg]  3. Date of Earliest Transaction (Month/Day/Year)  08/04/2005  Table I - Non-Derivative Sec  Code (Instr. 3, 4 and Code)  Code (Instr. 3)  Code V Amount  Nos/04/2005  Rian J  Rian J	Address of Reporting Person 2  2. Issuer Name and Ticker or Trading Symbol USG CORP [usg]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (Month/Day/Year) 08/04/2005  DEPT 188  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 08/04/2005  D, IL 60606  (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) 2A. Deemed 3. 4. Securities Acquire (Month/Day/Year) Execution Date, if TransactionDisposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  Code V Amount (D)  08/04/2005  M 7,640 D  08/04/2005  M 1,763 D	Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol USG CORP [usg]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (P. 125 S FRANKLIN 08/04/2005  DEPT 188  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 08/04/2005  D., IL 60606  (State) (Zip) Table I - Non-Derivative Securities Acquired, 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or (Month/Day/Year) Execution Date, if TransactionDisposed of (D) (Instr. 8)  (Month/Day/Year) (Instr. 8)  Code V Amount (D) Price  M 7,640 D \$50.0419  08/04/2005  M 1,763 D \$50.0419  08/04/2005  M 1,763 D \$50.0419	Address of Reporting Person 2 Symbol  USG CORP [usg]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  OB/04/2005  CITY Code V Amount (D)  OB/04/2005  OB/04/2005  OB/04/2005  OB/04/2005  A Space of Reporting Person 2 Symbol  USG CORP [usg]  (Check all Check	Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol USG CORP [usg] (Check all applicable)  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 08/04/2005  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 08/04/2005  (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)  2. Transaction Date 2A. Deemed (Month/Day/Year) (Month/Day/Year) (Instr. 8)  2. Transaction Date (Instr. 3, 4 and 5) (Instr. 8)  (A) Form filed by More than One Reporting Person (Instr. 4) (Instr. 4		

I

2,602.5451 D

\$ 51.51

6,344

D

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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.

SEC 1474 (9-02)

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)	TransactionDerivative Code Securities		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	\$ 22.49	08/04/2005		M		17,000	01/02/2003	01/02/2011	Common stock	17,000
Employee Stock Option (right to buy)	\$ 29.4	08/04/2005		M		3,000	01/02/1998	01/02/2006	Common stock	3,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COOK BRIAN J USG CORP 125 S FRANKLIN STREET DEPT 188 CHICAGO, IL 60606

Senior Vice President

**Signatures** 

Robert J. Burrell, Attorney-In-Fact 08/08/2005

\*\*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.

Reporting Owners 2

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