Edgar Filing: USG CORP - Form 4

USG CORP

USG CORP Form 4										
August 10, 2006 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 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					Simple3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5					
(Print or Type R	esponses)									
Mueller Donald S Symbol			uer Name and Ticker or Trading ol CORP [USG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) USG CORPO FRANKLIN	ORATION, 125 S	(Month	of Earliest Tr /Day/Year) /2006	ansaction			Director X Officer (giv below)	109	6 Owner er (specify	
	(Street)		nendment, Da Ionth/Day/Year	-			6. Individual or J Applicable Line) _X_ Form filed by	One Reporting P	erson	
CHICAGO,	IL 60606						Form filed by I Person	More than One R	eporting	
(City)	(State) (Zip) Ta	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code r) (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3, Amount 5 100	l (A) c l of (D 4 and (A) or)	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	08/08/2006		А	5,100 (1)	А	\$0	5,100	D		

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)

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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 6. Date Exercisable and 7. Title and A ctionof Derivative Expiration Date Underlying S Securities (Month/Day/Year) (Instr. 3 and 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date		Securities	curities l
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 46.17	08/08/2006		А	9,300	<u>(2)</u>	08/08/2016	Common Stock	9,300	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mueller Donald S USG CORPORATION 125 SOUTH FRANKLIN STREET CHICAGO, IL 60606			Vice President				
Signatures							
Sandra D. Zang.							

Sandra D. Zang,08/10/2006Attorney-in-Fact08/10/2006

**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) Restricted stock units that vest in four equal annual installments beginning on August 8, 2007. Each unit represents the right to receive one share of common stock.
- (2) The option vests in five equal annual installments beginning on August 8, 2007.
- 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.

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