## Edgar Filing: USG CORP - Form 4

USG CORP Form 4											
April 01, 2008											
<b>FORM</b>	4								PPROVAL		
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	<b>STATEN</b> Filed pur e. Section 17(	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							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> Armario Jose			2. Issuer Name <b>and</b> Ticker or Trading Symbol USG CORP [USG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O USG CORPORATION, 550 WEST ADAMS STREET			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/31/2008</li></ul>			X_ Director 10% Owner Officer (give title Other (specify below) below)					
Filed(M				. If Amendment, Date Original iled(Month/Day/Year)			Applicable Line) _X_ Form filed by	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHICAGO, IL	2 60661						Person		-r8		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)		
Reminder: Report	on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perso inforn requir	ns who rest nation cont ed to resp sys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

## Edgar Filing: USG CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	03/31/2008		A		556.3282 (1)		(1)	<u>(1)</u>	Common Stock	556.3282

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Armario Jose C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Х					
Signatures						
/s/ Ellis A. Regenbogen, Attorney-In-Fact	04/01/2008					
**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) Deferral of compensation for service as a director pursuant to the USG Corporation Deferred Compensation Program for Non-Employee
 (1) Directors. Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units become payable in cash or shares of common stock, at the reporting person's option, following the reporting person's termination of service as a director.

(2) Mean of the high and low sales prices of a share of common stock on March 31, 2008.

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.