Edgar Filing: USG CORP - Form 4

USG CORP Form 4 August 12, 2	2008		
FORM	Δ		OMB APPROVAL
-	UNITED STAT	ES SECURITIES AND EXCHANGE (Washington, D.C. 20549	COMMISSION OMB Number: 3235-0287
Check th if no lon subject to Section 2 Form 4 c	statement statem	OF CHANGES IN BENEFICIAL OW SECURITIES	Estimated average burden hours per
Form 4 C Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pursuant to Filed pursua	o Section 16(a) of the Securities Exchang the Public Utility Holding Company Act o (h) of the Investment Company Act of 194	f 1935 or Section
(Print or Type	Responses)		
1. Name and A Griffin Chri	Address of Reporting Person stopher R.	2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]	5. Relationship of Reporting Person(s) to Issuer
(Last)	(First) (Middle)	. ,	(Check all applicable)
C/O USG C	CORPORATION, 550	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2008	Director 10% Owner X_ Officer (give title Other (specify below) below) Vice President
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
CHICAGO	, IL 60661		Form filed by More than One Reporting Person
(City)	(State) (Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned
1.Title of Security (Instr. 3)	any		5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Following Transaction(s) (Instr. 3 and 4)(Instr. 4)
Common Stock	08/08/2008	F $324 \frac{(1)}{27.22}$ D $\frac{$}{27.22}$	13,043 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Griffin Christopher R. C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Vice President					
Signatures						
/s/ Ellis A. Regenbogen, Attorney-In-Fact	08/12/2008					
**Signature of Reporting Person		Dat	e			

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 upon vesting of restricted stock units previously reported as securities beneficially owned, as required by applicable Restricted Units Agreement.

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.