Edgar Filing: USG CORP - Form 4

USG CORP											
Form 4											
February 13,									0145.4		
FORM	4 UNITEI) STATES		ITIES Al hington, 1			NGE (COMMISSION		PPROVAL 3235-0287	
if no long subject to Section 16 Form 4 or Form 5 obligation may conti	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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 31Expires:2005Estimated averageburden hours perresponse0.5			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Leets Karen L			2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) DRPORATION MS STREET	(Middle) J, 550	3. Date of (Month/Da 02/11/20	-	Insaction			Director X Officer (give below)	109	6 Owner er (specify	
				If Amendment, Date Original led(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 M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executionary	emed	3. Transactic Code	4. Securi onAcquired Disposed (Instr. 3,	ties l (A) o l of (D	r)	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	
Common Stock	02/11/2009			А	6,506 (1)	A	\$0	13,464	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 of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	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 (right to buy)	\$ 6.86	02/11/2009		A	11,786	(2)	02/11/2019	Common Stock	11,786

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Leets Karen L C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Vice President				
Signatures							
/s/ Ellis A. Regenbogen, Attorney-In-Fact		02/13/2009					
**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) Restricted stock units that vest in four equal annual installments beginning on February 11, 2010. Each unit represents the right to receive one share of common stock.

(2) The option vests in four equal annual installments beginning on February 11, 2010.

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.