USG CORP Form 4 March 22, 2011

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Washington, D.C. 20549

Expires: January 31, 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue.

See Instruction

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

5 Relationship of Reporting Person(s) to

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person \*

FOOTE WILLIAM C				2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]					S. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
		(First) (CORPORATION AMS STREET	(		of Earliest T Day/Year) 2011	ransaction		_	_X_ Director _X_ Officer (give t	10%	Owner r (specify		
	CHICAGO	(Street)  O, IL 60661			endment, D onth/Day/Yea		al	- -	5. Individual or Join Applicable Line)  _X_ Form filed by Or  Form filed by Mo  Person	ne Reporting Per	rson		
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secui	rities Acqui	ired, Disposed of,	or Beneficiall	y Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (	Price	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	03/21/2011			S	15,000 (1)	D	\$ 16.1985 (2)	499,437	D			
	Common Stock								10,000	I	By Wife		
	Common								1 000	T	For benefit of		

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 (9-02)

1,000

I

benefit of

children

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# 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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
						Date Expiration Ti Exercisable Date	Expiration				
							Date				
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FOOTE WILLIAM C C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	X		Chairman				

# **Signatures**

/s/ Ellis A. Regenbogen, Attorney-in-Fact

03/22/2011 Date

\*\*Signature of Reporting Person

# **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) The sale of common stock was pursuant to a Rule 10b5-1 trading plan.
- The per share sales price for the common stock sold in the reported transaction ranged from \$16.12 to \$16.27. The reporting person will provide upon request by the Commission staff, the Issuer or a security holder of the Isser full information regarding the number of shares sold at each separate price.

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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