Edgar Filing: Rodewald Jeffrey P. - Form 4

Form 4 February 14, FORM Check th if no long subject to Section 1 Form 4 co Form 5 obligatio	February 14, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 cheik instance Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							OMB Number: Expires: Estimated a burden hou response	•	
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).										
(Print or Type]	Responses)									
Rodewald Jeffrey P. Sy			2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	(Middle) 3. Date of Earliest Trans					(Check an applicable)			
			(Month/Day/Year) 02/10/2012				Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
(Street) 4.			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
CHICAGO,	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Z	Zip) Ta	ble I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		2A. Deemed Execution Date, in any (Month/Day/Year	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
G			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	02/10/2012		F	371 <u>(1)</u>	D	\$ 13.99	35,645	D		
Common Stock	02/11/2012		F	333 <u>(1)</u>	D	\$ 13.99	35,312	D		
Common Stock	02/11/2012		F	1,060 (2)	D	\$ 14.76	34,252	D		
Common Stock	02/13/2012		F	73 <u>(1)</u>	D	\$ 14.47	34,179	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno 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			
Rodewald Jeffrey P. C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Vice President				
Signatures							
/s/ Ellis A. Regenbogen, Attorney-In-Fact		02/14/	/2012				

**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) Shares withheld to satisfy tax withholding obligation upon vesting of restricted stock units previously reported as securities beneficially owned, as required by applicable Restricted Stock Units Agreement.
- (2) Shares withheld to satisfy tax withholding obligation with respect to performance shares that became earned.

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.