Edgar Filing: Deely Brendan - Form 4

Deely Brend Form 4 March 27, 20 FORN Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b).	012 1 4 UNITED S dis box ger o STATEM 16. or Filed pure fine. Section 17(a	IENT OF CH suant to Section a) of the Publi	Vashington, ANGES IN I SECUR n 16(a) of the	D.C. 20 BENEF ITIES e Securit ling Con	549 ICIA ties E	LOW Exchange Act of	COMMISSION NERSHIP OF e Act of 1934, 7 1935 or Section 0	OMB Number: Expires: Estimated a burden hou response	•	
(Print or Type]	-									
1. Name and Address of Reporting Person <u>*</u> Deely Brendan			2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	(iddle) 3. Da	3. Date of Earliest Transaction (Check					c all applicable)		
(Month/I			lonth/Day/Year) 5/23/2012				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
			nendment, Date Original Ionth/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)	able I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	. or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. if Transactio Code ar) (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ties Adispose 4 and (A) or	cquired d 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	
Common	03/23/2012		F	1,573	D	\$	70,734	D		
Stock Common Stock				(1)		18.06	2,000	I	By Wife in IRA	

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.

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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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	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				
Deely Brendan C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Senior Vice President					
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact		03/27/	03/27/2012					
<u>**</u> 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 Stock 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.