USG CORP Form 4 August 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FERGUSON STANLEY L			Symbol	er Name and Ticker or Tradin	-0	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)				
C/O USG CORPORATION, 550 WEST ADAMS STREET			(Month/) 08/03/2	Day/Year) 2015		Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President				
(Street)				nendment, Date Original		6. Individual or Joint/Group Filing(Check				
			Filed(Mo	onth/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO), IL 60661				P	Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ble I - Non-Derivative Securi	ities Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any		3. 4. Securities Acc Transaction Disposed of (I Code (Instr. 3, 4 and 5 (Instr. 8) (A) or Code V Amount (D)	D) 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	08/03/2015			S(1) 4,000 D	\$ 30.6028 (2)	124,727	D			
Common Stock						286.78	I	By 401(K) Plan		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Title	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)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

FERGUSON STANLEY L C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661

Executive Vice President

Signatures

/s/ Jonathan Dorfman, Attorney-In-Fact

08/05/2015

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The per share sales price for the common stock sold in the reported transaction ranged from \$30.42 to \$30.95. The reporting person will (2) 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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