## Edgar Filing: USG CORP - Form 4

LISG CORP

Form 4	• • • •										
February 09,									omb af	PPROVAL	
FORM	UNITE	O STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or					BENEF		LOW	NERSHIP OF	Expires: Estimated a burden hou response	•	
Form 5 obligation may cont See Instru 1(b).	ns inue. Section 1'	7(a) of the	Public U		ling Con	npany	Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type I	Responses)										
Rosenthal Chris A. Syn			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol USG CORP [[USG]]				5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O USG C ADAMS ST	(First) ORPORATION	(Middle) N, 550 W.	3. Date of (Month/D 02/08/20		ansaction			Director X Officer (give below)		e) Owner er (specify	
			endment, Date Original nth/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	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	spose	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)		
Common Stock	02/08/2016			F	153 <u>(1)</u>	D	\$ 19.49	25,633	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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Rosenthal Chris A. C/O USG CORPORATION 550 W. ADAMS ST. CHICAGO, IL 60661			Vice President					
Signatures								
/s/ Jonathan Dorfman, Attorney-In-Fact	02/09/2016							
**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.

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.