## Edgar Filing: HERNANDEZ WILLIAM H - Form 4

HERNAND Form 4 October 03,	DEZ WILLIAM H 2018	[									
FORM	14 <sub>UNITED</sub>	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
if no lor subject Section Form 4 Form 5 obligati	16. or Filed pu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 Secti							Estimated burden hou response	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
may con See Inst 1(b).	ntinue. Section 176			nvestmen	•	- ·			on		
1. Name and Address of Reporting Person <u>*</u> HERNANDEZ WILLIAM H			2. Issuer Name <b>and</b> Ticker or Trading Symbol USG CORP [USG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O USG CORPORATION, 550 WEST ADAMS STREET			3. Date of Earliest Transaction (Month/Day/Year) 10/02/2018					Officer (give title Other (specify below) below)			
(Street) CHICAGO, IL 60661			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tak	la I Non	Doministir	. Saarri	tion A	Person	of on Donoficio	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any	ed Date, if	3. Transactiv Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3	ities d (A) or d of (D) , 4 and 5) (A) or	)	cquired, Disposed 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	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Pers info requ disp	ons wh mation ired to i	o res conta respo	or indirectly. pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	<ol> <li>Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</li> </ol>						
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	10/02/2018		A <u>(2)</u>		311.8082		(1)	<u>(1)</u>	Common Stock	311.8082

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
i o	Director	10% Owner	Officer	Other				
HERNANDEZ WILLIAM H C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Х							
Signatures								
/s/ Jonathan Dorfman, Attorney-In-Fact		10/03/20	)18					

\*\*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) Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units become payable in shares of common stock following termination of service as a director.
- (2) Reflects the reinvestment of dividend equivalents in additional deferred stock units pursuant to the USG Corporation Deferred Compensation Program for Non-Employee Directors.
- (3) Mean of the high and low sales prices of a share of common stock on October 2, 2018.
- (4) Deferred stock units granted to the reporting person prior to August 30, 2017 become payable in cash or shares of common stock, at the reporting person's option, following termination of service as a director.

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.