Dannessa Dominic A Form 4 February 14, 2019

# FORM 4

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

OMB 3235-0287 Number: January 31,

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

Form 5 obligations may continue. See Instruction

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 Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

USG CORP [USG]

1(b).

(Print or Type Responses)

Dannessa Dominic A

1. Name and Address of Reporting Person \*

									(Cliec	к ан аррисавіе	)	
(Last)	(First)	(Middle)	3. Date o	f Earlies	st Tr	ransaction						
(Mor				(Month/Day/Year)					Director		Owner	
				019					_X_ Officer (give		er (specify	
WEST ADAMS STREET				.01)					below) below)			
WESTADA	AMS STREET								Executive Vice President			
	(Street)		4. If Ame	endment	, Da	te Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mo	nth/Day/	Year	·)			Applicable Line)			
									_X_ Form filed by 0	One Reporting Pe	rson	
CHICAGO	, IL 60661								Form filed by More than One Reporting			
									Person			
(City)	(State)	(Zip)	Tab	le I - No	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.		4. Securit	ies Ac	auired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea	r) Execution	on Date, if		ectio	on(A) or Dis		_	Securities		Indirect	
(Instr. 3)	,	any	,	Code		(Instr. 3, 4	•		Beneficially	Form: Direct	Beneficial	
(,			Day/Year)	(Instr.	8)	(,		,	Owned	(D) or	Ownership	
		(	,	aj, rear) (mstr. 0)					Following	Indirect (I)	(Instr. 4)	
									Reported (Instr. 4)			
						(A)			Transaction(s)			
							or		(Instr. 3 and 4)			
				Code	V	Amount	(D)	Price				
Common	11/13/2018			G	V	2,563	D	\$ 0	60,336	D		
Stock	11/13/2016			G	٧	2,303	ט	ψU	00,550	D		
C												
Common	11/28/2018			G	V	2,633	D	\$ 0	57,703	D		
Stock	11,20,2010			Ü	•	2,000	_	ΨΟ	27,702	2		
Common						22,632						
	02/13/2019			A		(1)	A	\$ 0	80,335	D		
Stock						(1)			,			
Common						10,026		\$				
Stock	02/13/2019			F		(2)	D	43.17	70,309	D		
Stock						<u>(-)</u>		43.17				
Common						46,259						
Stock	02/13/2019			M		(3)	A	\$ 0	116,568	D		
Stock												

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Common Stock	02/13/2019	F	17,116 (4)	D	\$ 43.17	99,452	D	
Common Stock						157.03	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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(9-02)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Market Share Units	(3)	02/13/2019		M	30,839	(3)	(3)	Common Stock	<u>(3)</u>	\$

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

Dannessa Dominic A C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661

**Executive Vice President** 

## **Signatures**

/s/ Jonathan Dorfman, 02/14/2019 Attorney-In-Fact

\*\*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).

Reporting Owners 2

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- (1) These Performance Shares were granted on February 10, 2016. The Board of Directors (the "Board") of USG Corporation (the "Company") certified performance of these Performance Shares on February 13, 2019.
- (2) Shares withheld to satisfy tax withholding obligation with respect to Performance Shares that became earned.
  - These Market Share Units were granted on February 10, 2016. The Board certified performance of these Market Share Units on February 13, 2019 and the Company issued to the reporting person 1.5 shares of the Company's common stock for the Market Share Units
- originally granted, based on the closing prices of shares of the Company's common stock on the New York Stock Exchange for the first fifteen trading days in January 2019.
- (4) Shares withheld to satisfy tax withholding obligation with respect to Market Share Units 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.