Edgar Filing: LAVIN RICHARD P - Form 4

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LAVIN RICI	HAKD P									
Form 4	0									
April 24, 2019 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL OMB 3235-0287			
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior	er STATE 6. Filed pu	DOX				CIAI es Ex	e Act of 1934,	Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5		
may conti <i>See</i> Instru 1(b).	inue.			vestment	U				u	
(Print or Type R	Responses)									
LAVIN RICHARD P Symbol			r Name and Ticker or Trading ORP [USG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction			(Cnec	к ан аррисабіе	;)
C/O USG CORPORATION, 550 (Month/D WEST ADAMS STREET (Month/D			-				X_Director10% Owner Officer (give titleOther (specify below) below)			
				ndment, Date Original nth/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 			
CHICAGO,	IL 60661							Person	lore than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		n Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)		
Common Stock	04/24/2019			D	36,657	D	43.5 (1)	0	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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	<u>(2)</u>	04/24/2019		D		5,063.7003	(2)	(2)	Common Stock	5,063.70

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAVIN RICHARD P C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Х						
Signatures							
/s/ Jonathan Dorfman, Attorney-In-Fact		04/24/20)19				

**Signature of Reporting Person

Explanation of Responses:

"closing consideration").

a currently valid OMB number.

- * 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).

Date

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 10, 2018, by and among USG Corporation (the "Company"), Gebr. Knauf KG and World Cup Acquisition Corporation, at the effective time of the merger, each share of the Company's common stock held by the reporting person was converted into the right to receive \$43.50 in cash, without interest (the

Each deferred stock unit represented the right to receive one share of common stock. The deferred stock units became payable in shares of (2) common stock following termination of service as a director. Pursuant to the Merger Agreement, at the effective time of the merger, each

deferred stock unit held by the reporting person was converted into the right to receive the closing consideration. 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