LEER STEVEN F Form 4 April 24, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB again

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

0.5

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * LEER STEVEN F (Last) (First) (Middle)			Issuer Name and Ticker or Trading Symbol USG CORP [USG] Date of Earliest Transaction					5. Relationship of Reporting Person(s) to Issuer		
								(Check all applicable)		
C/O USG CO	ORPORATION,	,	(Month/Da 04/24/20	ny/Year)	msaction			X Director Officer (give below)		Owner er (specify
CHICAGO,	(Street) IL 60661			dment, Dat h/Day/Year)				6. Individual or Jo Applicable Line) _X_ Form filed by N Person	One Reporting Pe	erson
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	ned	3. Transactio Code (Instr. 8)	4. Securi	ties A	cquired d of	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	04/24/2019			D	5,818	D	43.5	0	D	

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

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SEC 1474

(9-02)

(1)

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. Transaction Code (Instr. 8)	5. Number of onDerivative 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 Number Shares
Deferred Stock Units	<u>(2)</u>	04/24/2019		D	96,852.4635	(2)	(2)	Common Stock	96,852
Deferred Stock Units	(3)	04/24/2019		D	618	(3)	(3)	Common Stock	61

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
LEER STEVEN F C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	X					

Signatures

/s/ Jonathan Dorfman, Attorney-In-Fact 04/24/2019

**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).
- 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 "closing consideration").
- Each deferred stock unit represented the right to receive one share of common stock. The deferred stock units became payable in shares of 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.
- Each deferred stock unit represented the right to receive the value of one share of common stock. The deferred stock units became

 (3) payable in cash 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 a currently valid OMB number.

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