USG CORP Form 4 August 10, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION OM Nur

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-03

**OMB APPROVAL** 

Number: 3235-0287

January 31,

Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 Section
30(h) of the Investment Company Act of 1940

1(b).

| (Print or | Type | Responses) |
|-----------|------|------------|
|-----------|------|------------|

08/08/2007

Stock

Stock

Common

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dannessa Dominic A Issuer Symbol USG CORP [USG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify USG CORPORATION, 550 WEST 08/08/2007 below) below) ADAMS STREET Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60661 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common

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

F

582 (1) D

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SEC 1474

(9-02)

8,988

144.9764

42.2

D

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By 401(k)

plan

#### Edgar Filing: USG CORP - Form 4

#### 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.         | 6. Date Exerc | cisable and | 7. Title  | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-------------|-----------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D  | ate         | Amoun     | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/   | Year)       | Underly   | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e             |             | Securit   | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                   | Securities |               |             | (Instr. 3 | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |                   | Acquired   |               |             |           |              |             | Follo  |
|             | •           |                     |                    |                   | (A) or     |               |             |           |              |             | Repo   |
|             |             |                     |                    |                   | Disposed   |               |             |           |              |             | Trans  |
|             |             |                     |                    |                   | of (D)     |               |             |           |              |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |               |             |           |              |             |        |
|             |             |                     |                    |                   | 4, and 5)  |               |             |           |              |             |        |
|             |             |                     |                    |                   |            |               |             |           | A manuat     |             |        |
|             |             |                     |                    |                   |            |               |             |           | Amount       |             |        |
|             |             |                     |                    |                   |            | Date          | Expiration  |           | Or<br>Number |             |        |
|             |             |                     |                    |                   |            | Exercisable   | Date        |           | Number       |             |        |
|             |             |                     |                    | C + V             | (A) (D)    |               |             |           | of           |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |               |             |           | Shares       |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

Dannessa Dominic A **USG CORPORATION** 550 WEST ADAMS STREET CHICAGO, IL 60661

Vice President

## **Signatures**

/s/ Ellis A. Regenbogen, Attorney-in-Fact

08/10/2007

\*\*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).
- 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.

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