USG CORP Form 4/A August 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

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

obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

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)

1. Name and Address of Reporting Person * COTTING JAMES C			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			_	CORP [USG]				(Check all applicable)			
(Last)	(First) (M	iddle) 3. Da	3. Date of Earliest Transaction								
			th/Day/Year)				_X_ Director		6 Owner		
USG CORPORATION, 125 SOUTH			7/2006				Officer (give below)	ve title Oth below)	er (specify		
FRANKLIN	STREET DEPT	188					below)	below)			
(Street)			Amendment, Da	ate Origina	l		6. Individual or Joint/Group Filing(Check				
		Filed	(Month/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person				
		07/2	7/2006								
CHICAGO, IL 60606			0,72,72000				Form filed by More than One Reporting Person				
(City)	(State) (Z	Zip)	Гable I - Non-I	Derivative	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur	ities		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Dat	e, if Transact	if TransactionAcquired (A) or				Form: Direct Indire	Indirect		
(Instr. 3) any		any	Code	(Instr. 8) (Instr. 3, 4 and 5)			Beneficially	Beneficial			
		(Month/Day/Y	(ear) (Instr. 8)				Owned Indirect (I) Ownershi				
							Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
					or		(Instr. 3 and 4)				
_			Code V	7 Amount	(D)	Price	(moure und 1)				
Common stock	07/27/2006		X	3,004	A	\$ 40	6,008	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right (right to buy)	\$ 40	07/27/2006		X	3,0 <u>(1</u>		07/01/2006	07/27/2006	Common stock	3,004

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

COTTING JAMES C USG CORPORATION 125 SOUTH FRANKLIN STREET DEPT 188 CHICAGO, IL 60606



Robert J. Burrell, Attorney-In-Fact 08/02/2006

**Signature of Reporting Person Dat

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).

X

(1) This report corrects the number of rights exercised and, resultantly, the number of shares directly held by the reporting person.

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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