Edgar Filing: COOK BRIAN J - Form 4

COOK BRIA	AN J										
Form 4											
February 17,											
FORM	14_{UNITE}	D STATES	SECUR	TTIFS A	ND FX(THAT	NGE (COMMISSION		PPROVAL	
	UNITE	DUTAIL		hington,					OMB Number:	3235-0287	
Check thi if no long				0 /					Expires:	January 31,	
subject to		EMENT O	F CHAN		GES IN BENEFICIAL OWNE				Estimated a	2005 average	
Section 1	6. SECURITIES								rs per		
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act						Act of 1034	response 0.		
obligation	ns Section 1						-	f 1935 or Sectio	n		
may cont <i>See</i> Instru 1(b).	inue.			vestment	•	- ·					
(Print or Type F	Responses)										
COOK BRIAN J Symbol			Symbol	suer Name and Ticker or Trading ol CORP [USG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	-							k all applicable)		
				Day/Year)				Director 10% Owner			
	ORPORATIO	N, 550	02/13/20	009				_X_ Officer (give below) Senio	r Vice Presider	er (specify nt	
				f Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60661								One Reporting Pe Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, any (Month/Day/Year)		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			SecuritiesIBeneficially0OwnedIFollowing0ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/13/2009			F	392 <u>(1)</u>	D	\$ 7.07	51,914	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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
COOK BRIAN J C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Senior Vice President					
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact	02/17/2009							
**Signature of Reporting Person		Dat	e					

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).
- (1) 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.