## Edgar Filing: USG CORP - Form 4

LISG CORP

Form 4	010											
	August 09, 2010 FORM 4 LINETED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
-	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:January 3Expires:200Estimated averageburden hours perresponse0		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	ns Section 1 inue.	7(a) of the		tility He	oldi	ng Con	ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type R	Responses)											
1. Name and Address of Reporting Person * Leets Karen L2. Issue Symbol				ssuer Name <b>and</b> Ticker or Trading				ng	5. Relationship of Reporting Person(s) to Issuer			
	USG CORP [USG]					(Check all applicable)						
(Mont				Date of Earliest Transaction 0th/Day/Year) 08/2010					Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
				ndment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60661								Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Nor	1-Dei	rivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	med n Date, if Day/Year)	Code (Instr. 8	ction( ( 8)	4. Securit (A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/08/2010			F	3	376 <u>(1)</u>	D	\$ 12.01	16,623	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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Leets Karen L C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Vice President					
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact		08/09/	/2010					
**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.