## Edgar Filing: USG CORP - Form 4

USG CORP Form 4											
January 02, 2015											
•									PPROVAL		
FORM 4	UNITED	STATES			AND EX , D.C. 20		COMMISSION	NOMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(a	suant to S a) of the I	F CHAN Section 1 Public U	NGES IN SECUI	Expires: Estimated burden hou response	urs per					
(Print or Type Respon	ises)										
1. Name and Address of Reporting Person <u>*</u> BURKE THOMAS ANDREW			Symbol	er Name <b>an</b> ORP [US	<b>d</b> Ticker or SG]	Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (I	First) (N	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O USG CORPORATION, 550 WEST ADAMS STREET			(Month/Day/Year) 12/31/2014				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(S	Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
CHICAGO, IL 60	0661						Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	SEC 1474 (9-02)		

 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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	<ul><li>(A) or Disposed of</li><li>(D)</li><li>(Instr. 3, 4, and 5)</li></ul>					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Deferred Stock Units	(1)	12/31/2014		А		4,272.7435		(1)	(1)	Common Stock	4,272.74

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
BURKE THOMAS ANDREW C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Х							
Signatures								
/s/ Jessica A. Garascia, Attorney-In-Fact	01/02/2015							
**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).

Deferral of compensation for service as a director pursuant to the USG Corporation Deferred Compensation Program for Non-Employee Directors. Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units

- (1) Directors, Each defend stock unit represents the reporting person's option, following the reporting person's termination of service as a director.
- (2) Mean of the high and low sales prices of a share of common stock on December 31, 2014.

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.