

USG CORP  
Form 4  
December 06, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Salah Gregory D.

(Last) (First) (Middle)

C/O USG CORPORATION, 550 W. ADAMS ST.

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
USG CORP [[USG]]

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                                 |
| Common Stock                    | 12/05/2016                           |                                                    | M                              |                                                                   | 1,541                                                                                         | A                                                        | \$ 6.86                                               |
| Common Stock                    | 12/05/2016                           |                                                    | M                              |                                                                   | 3,595                                                                                         | A                                                        | \$ 11.98                                              |
| Common Stock                    | 12/05/2016                           |                                                    | S                              |                                                                   | 2,860                                                                                         | D                                                        | \$ 29.5991                                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | (1)                                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,000                                                                                         | I                                                        | See Footnote (2)                                      |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 6.86                                                | 12/05/2016                           |                                                    | M                              | 1,541                                                                                   | <u>(3)</u> 02/11/2019                                    | Common Stock                                                  | 1,541                         |
| Employee Stock Option (Right to Buy)       | \$ 11.98                                               | 12/05/2016                           |                                                    | M                              | 3,595                                                                                   | <u>(4)</u> 02/10/2020                                    | Common Stock                                                  | 3,595                         |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                       |       |
|----------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer               | Other |
| Salah Gregory D.<br>C/O USG CORPORATION<br>550 W. ADAMS ST.<br>CHICAGO, IL 60661 |               |           | Senior Vice President |       |

## Signatures

/s/ Jonathan Dorfman,  
Attorney-In-Fact

12/06/2016

\*\*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).

- The per share sales price for the common stock sold in the reported transaction ranged from \$29.57 to \$29.625. The reporting person will provide upon request by the Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares sold at each separate price.
- (1) Shares are held by the Sloan D. Salah Trust, of which the reporting person's spouse is Trustee.
  - (2) The option vested with respect to the shares included in the reported transaction in four equal annual installments beginning on February 11, 2010.
  - (3) The option vested with respect to the shares included in the reported transaction in four equal annual installments beginning on February 10, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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