Edgar Filing: USG CORP - Form 4

USG CORP

USG CORP Form 4											
August 12, 2008	1									OMB APPROVAL OMB 3235-0287 Number:	
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATE Filed pr e. Section 17	Washington, D.C. 20549 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								January 31, 2005 verage 's per 0.5	
(Print or Type Resp	oonses)										
KAMINSKY MARCIA S Symbol				suer Name and Ticker or Trading bl CORP [USG]				5. Relationship of Reporting Person(s) to Issuer			
^(Last) C/O USG COR WEST ADAM		(Middle) N, 550	3. Date of (Month/D 08/08/20	-	ansaction			Director X Officer (give below)		Owner r (specify	
	(Street) 4. If Amer Filed(Mon				-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO, IL	60661								lore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
Security (M (Instr. 3)	Transaction Da Ionth/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	sposed 4 and (A) or	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 08 Stock 08	8/08/2008			F	464 <u>(1)</u>	D	\$ 27.22	19,291	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. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships							
rector	10% Owner	Officer	Other				
		Senior Vice President					
08/12/2008							
	Dat	e					
	rector	rector 10% Owner 08/12/	rector 10% Owner Officer Senior Vice President				

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.