Edgar Filing: METCALF JAMES S - Form 4

Form 4	JAMES 5										
March 25, 20	010										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMU								OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Section 16.									Expires:	January 31, 2005	
				IGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per			
Form 4 o Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of					e Act of 1934	response	0.5			
obligation may cont	ns Section 1	7(a) of the	Public U	tility Hold	ling Con	npany	Act of	1935 or Section	n		
See Instru 1(b).	uction	50(II)) of the fil	vestment	Compan	y Ac	l 01 194	÷U			
(Print or Type I	Responses)										
1. Name and Address of Reporting Person * METCALF JAMES S2. Issuer Symbol			I I I I I I I I I I I I I I I I I I I			5. Relationship of Reporting Person(s) to Issuer					
USG C				CORP [USG]				(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest Tr	ansaction						
C/O USG CORPORATION, 550 (Month/D 03/23/20				- 2010			Director 10% Owner X_ Officer (give title Other (specify				
	AMS STREET	,	0012012	010				below) Presi	below) dent and COO		
(Street) 4. If Ame						6. Individual or Joint/Group Filing(Check					
Filed(Mon				_X_ Form f					ed by One Reporting Person		
CHICAGO,	IL 60661							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/23/2010			F	616 <u>(1)</u>	, í	\$ 16.35	204,973	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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt 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				
METCALF JAMES S C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	President and COO							
Signatures								
/s/ Ellis A. Regenbogen, Attorney-In-Fact	03/25/2010							
**Signature of Reporting Person		Dat	e					
Evalenction of Dechemonol								

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.