## Edgar Filing: Martin Mary A. - Form 4

Martin Mary Form 4												
FORN	<b>14</b> UNITED									OMB APPROVAL OMB 3235-0287 Number:		
Check th if no long subject to Section 1 Form 4 c Form 5 obligation may com See Instr 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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							burden hour response	mated average den hours per		
(Print or Type ]	Responses)											
Martin Mary A. 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				
()								(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) Vice President				
			onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
CHICAGO								Person	ore than One Rej	porung		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V		(A) or		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)		
Common Stock	12/06/2012			S	6,027	D		29,256	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. ofNumber 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 Own 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				
Martin Mary A. C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661			Vice President					
Signatures								
/s/ Daniel G. Gordon, Attorney-In-Fact		12/10/2012						
**Signature of Reporting Person		Date						
**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 \$24.70 to \$24.83. The reporting person will
   (1) 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.

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.