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| USG CORP Form 4 February 14 FORM Check th if no lon subject to Section Form 4 do | , 2014 A UNITED S nis box ger o STATEM 16. | | Was | shington, | D.C. 20: BENEFI | 549 | | OMMISSION NERSHIP OF | OMB AF OMB Number: Expires: Estimated a burden hou response | | |
|--|---|--|--|------------------------------|--|------------------|---|--|---|--------------------------|--|
| Form 5 obligations may continue. See Instruction 1(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 | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| METCALF JAMES S Syn | | | Symbol | r Name and ORP [US | | Tradir | ıg | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (N | . , . , | | | ransaction | | | | | | |
| | | | | onth/Day/Year) /12/2014 | | | | X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President and CEO | | | |
| Filed(Mor | | | endment, Date Original 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 | | | | |
| Person | | | | | | | | | | | |
| (City) 1.Title of Security (Instr. 3) | 2. Transaction Date | (State) (Zip) Tabl Transaction Date 2A. Deemed Donth/Day/Year) Execution Date, if any (Month/Day/Year) | | | 4. Securit 4. Securit or(A) or Dis (Instr. 3, 4 | ies Ac sposec | quired l of (D) | Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect | |
| G | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 02/12/2014 | | | А | 31,005 | А | \$0 | 236,477 | D | | |
| Common Stock | 02/12/2014 | /12/2014 | | F | 14,557 (1) | D | \$ 34.28 | 221,920 | D | | |
| Common Stock | 02/12/2014 | | А | 22,750 | А | \$0 | 244,670 | D | | | |
| Common Stock | 02/12/2014 | | | F | 10,681 (2) | D | \$ 34.28 | 233,989 | D | | |

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | Expiration D (Month/Day | Date | 7. Title and A Underlying S (Instr. 3 and | Securities | 8. Pr. Deriv Secu (Insti |
|---|---|---|--|--|--|----------------------------|--------------------|---|-------------------------------------|-----------------------------------|
| | | | | Code V | and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Market Share Units | <u>(3)</u> | 02/12/2014 | | А | 87,119 | (4) | (4) | Common Stock | 87,119 | \$ |

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 | Х | | Chairman, President and CEO | | | | |
| Signatures | | | | | | | |

| /s/ Daniel G. Gordon, | 02/14/2014 |
|-----------------------|------------|
| Attorney-In-Facat | 02/14/2014 |

**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).
- (1) Shares withheld to satisfy tax withholding obligation with respect to performance shares that became earned.
- (2) Shares withheld to satisfy tax withholding obligation with respect to performance based restricted stock units that became earned.
- Each market share unit represents the right to receive one share of common stock assuming certain market price targets are achieved. The (3) market share units vesting and the actual number of shares received are contingent on Issuer's common stock achieving certain pre-defined market price levels during pre-determined intervals and continuted employment.

Generally, the market shares unit will be earned, if at all, on the fifteenth day in 2017 on which the New York Stock Exchange is open for (4) trading if pre-determined market price targets of Issuer's common stock are attained, provided that the reported person remains continuously employed by the Issuer or a subsidiary through December 31, 2016.

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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.