Edgar Filing: USG CORP - Form 4

| USG CORP Form 4 January 02, 2 | | | | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------|------------------------------------------------|-------------------------------------------------|--------------|-------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------|
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | OMB APPROVAL | | |
| UNITED STATES SECON | | | | RITIES AND EXCHANGE COM shington, D.C. 20549 | | | | OMMISSION | OMB Number: | 3235-0287 |
| Section 16. Form 4 or | | | | IGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | imated average den hours per | |
| 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) | | | | | | | | | |
| KENNEY BRIAN A Symbol USG C | | | er Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | | | | (Check all applicable) | | |
| | | | of Earliest Transaction /Day/Year) /2014 | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| | | | endment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | onth/Day/Year) | | | | Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | (7: | | | | | | Person | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Secu | rities Acqu | uired, Disposed of | , or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year) | | | | | | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 12/31/2014 | | | А | 4,273 (1) | А | \$ 28.085 (2) | 24,505 | 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | ınt 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 | | | | | | |
|---------------|-----------|------------------------------------|-----------------------------------------------|--|--|--|
| Director | 10% Owner | Officer | Other | | | |
| Х | | | | | | |
| | | | | | | |
| 01/02/2015 | | | | | | |
| | Date | | | | | |
| | 21100101 | Director 10% Owner X 01/02/2 | Director 10% Owner Officer X 01/02/2015 | | | |

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) Annual grant under the USG Corporation Non-Employee Director Compensation Program.
- (2) Mean of the high and low sales prices of a share of common stock on December 31, 2014.

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.