## Edgar Filing: USG CORP - Form 4

USG CORP Form 4											
January 02, 2015											
FORM 4									PPROVAL		
	UNITED	STATES					COMMISSION	NOMB Number:	3235-0287		
Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 								Expires:January 3Expires:200Estimated averageburden hours perresponse0			
(Print or Type Respon	ses)										
1. Name and Address of Reporting Person <u>*</u> Carter Matthew Jr			Symbol	er Name <b>an</b> ORP [US	<b>d</b> Ticker or 6 <b>G</b> ]	Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (F	First) (N	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O USG CORPORATION, 550 WEST ADAMS STREET			(Month/Day/Year) 12/31/2014				Officer (give titleOther (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CHICAGO, IL 60	)661						Form filed by Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a	a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
	1				Perso inforn requir	ns who res nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	<ul><li>(A) or Disposed of</li><li>(D)</li><li>(Instr. 3, 4, and 5)</li></ul>					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Deferred Stock Units	<u>(1)</u>	12/31/2014		А		4,272.7435		(1)	(1)	Common Stock	4,272.74

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Carter Matthew Jr C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	Х						
Signatures							
/s/ Jessica A. Garascia, Attorney-In-Fact	01/02/2015						
**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).

Deferral of compensation for service as a director pursuant to the USG Corporation Deferred Compensation Program for Non-Employee Directors. Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units

- (1) Directors, Each defended stock unit represents the right to receive the value of one share of common stock. The defended stock units become payable in cash or shares of common stock, at the reporting person's option, following the reporting person's termination of service as a director.
- (2) Mean of 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.