### Edgar Filing: USG CORP - Form 4

| USG CORF<br>Form 4<br>February 11<br>FORN<br>Check t<br>if no lor<br>subject<br>Section<br>Form 4<br>Form 5<br>obligati<br>may con<br>See Inst<br>1(b). | I, 2015<br><b>A 4</b> UNITED<br>his box<br>his box<br>his box<br>state<br>States<br>filed pur-<br>Section 176 | MENT O<br>rsuant to (<br>(a) of the      | Wa<br>F CHAI<br>Section<br>Public U | nshingt<br>NGES<br>SEC<br>16(a) o<br>Jtility H                    | ton<br>IN<br>CUI<br>of th<br>Hol | h, D.C. 20<br>BENEF<br>RITIES<br>ne Securi<br>Iding Cor | )549<br>TICLA<br>ties H<br>npan | AL OWN               | OMMISSION<br>ERSHIP OF<br>Act of 1934,<br>1935 or Section  | OMB<br>Number:<br>Expires:<br>Estimated a<br>burden hour<br>response       | •   |  |  |
|---|---|--|-------------------------------------|---|----------------------------------|---|---------------------------------|----------------------|--|--|---|--|--|
| (Print or Type  | Responses)  |  |                                     |   |                                  |   |                                 |                      |  |  |   |  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Dannessa Dominic A S  |   |  |                                     | er Name<br>CORP [   |                                  | <b>d</b> Ticker or<br>g]                                | Trad                            |                      | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)  |  |   |  |  |
| (Last) (First) (Middle)   |   |  |                                     | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>02/09/2015 |                                  |   |                                 |                      | Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>Senior Vice President   |  |   |  |  |
|   |   |  |                                     | -   |                                  |   |                                 |                      | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |   |  |  |
| (City)  | (State)   | (Zip)                                    | Tat                                 | ole I - No  | on-]                             | Derivative  | Secu                            |                      | ired, Disposed of,   | or Beneficiall   | y Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)   | 2A. Deem<br>Execution<br>any<br>(Month/D | ed<br>Date, if                      | 3.  | etic<br>8)                       |   | ies Ac<br>ed of                 | cquired (A)<br>(D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)   | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Common<br>Stock   | 02/09/2015  |  |                                     | F   |                                  | 598 <u>(1)</u>  | D                               | \$ 28.17             | 48,406   | D  |   |  |  |
| Common<br>Stock   | 02/09/2015  |  |                                     | S   |                                  | 10,000  | D                               | \$<br>28.1738<br>(2) | 13,736   | Ι  | See<br>Footnote $(3)$   |  |  |
| Common<br>Stock   |   |  |                                     |   |                                  |   |                                 |                      | 155.675  | I  | By<br>401(K)<br>Plan  |  |  |

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

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

#### Edgar Filing: USG CORP - Form 4

# required to respond unless the form displays a currently valid OMB control number.

er

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or |                     | ate                | 7. Tit<br>Amou<br>Under<br>Secur<br>(Instr | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo |
|---|---|---|--|--|---------------------|--------------------|--|--|---|--|
|   |   |   |  | Disposed<br>of (D)<br>(Instr. 3,                     |                     |                    |  |  |   | Trans<br>(Instr  |
|   |   |   |  | 4, and 5)  |                     |                    |  |  |   |  |
|   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title                                      | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |           |                       |       |  |  |  |  |
|---|---------------|-----------|-----------------------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer               | Other |  |  |  |  |
| Dannessa Dominic A<br>C/O USG CORPORATION<br>550 WEST ADAMS STREET<br>CHICAGO, IL 60661 |               |           | Senior Vice President |       |  |  |  |  |
| Signatures  |               |           |                       |       |  |  |  |  |
| /s/ Jessica A. Garascia,<br>Attorney-In-Fact  |               | 02/11/2   | 015                   |       |  |  |  |  |

\*\*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 upon vesting of restricted stock units previously reported as securities beneficially owned, as required by applicable Restricted Stock Units Agreement.

The per share sales price for the common stock sold in the reported transaction ranged from \$28.14 to \$28.21. The reporting person will(2) 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.

(3) Shares are held by the Josette Dannessa 2002 Trust, of which the reporting person's spouse is Trustee.

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.