### Edgar Filing: Scanlon Jennifer F. - Form 4

| Scanlon Jen<br>Form 4  | nifer F.          |            |   |                   |              |                  |   |  |   |                                  |  |
|--|-------------------|------------|---|-------------------|--------------|------------------|---|--|---|----------------------------------|--|
| September (  | 06, 2017          |            |   |                   |              |                  |   |  |   |                                  |  |
|  |                   |            |   |                   |              |                  |   |  |   | OMB APPROVAL                     |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549   |                   |            |   |                   |              |                  |   | OMB<br>Number:   | 3235-0287   |                                  |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or   |                   |            |   |                   | BENER        | FICL             | NERSHIP OF  | Expires: January 3<br>200<br>Estimated average<br>burden hours per<br>response 0 |   |                                  |  |
| Form 5<br>obligatio<br>may con<br><i>See</i> Instr<br>1(b).  | ons Section 17    | (a) of the | Public U  |                   | lding Co     | mpar             | ny Act o  | ge Act of 1934,<br>f 1935 or Section<br>40                                       | on  |                                  |  |
| (Print or Type   | Responses)        |            |   |                   |              |                  |   |  |   |                                  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Scanlon Jennifer F.  |                   |            | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>USG CORP [[USG]] |                   |              |                  |   | 5. Relationship of Reporting Person(s) to<br>Issuer                              |   |                                  |  |
| (Last)   | (First)           | (Middle)   | 3. Date of Earliest Transaction (Che                                      |                   |              |                  | ck all applicable)  |  |   |                                  |  |
| C/O USG (<br>ADAMS S   | CORPORATION<br>T. | I, 550 W.  | (Month/I<br>09/01/2   | Day/Year)<br>2017 |              |                  |   | X Director<br>X Officer (giv<br>below)<br>Pre                                    |   | 0% Owner<br>Other (specify<br>EO |  |
|  |                   |            | nendment, Date Original<br>Ionth/Day/Year)                                |                   |              |                  | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |  |   |                                  |  |
| CHICAGO  | , IL 60661        |            |   |                   |              |                  |   | Form filed by<br>Person  | More than One   | Reporting                        |  |
| (City)   | (State)           | (Zip)      | Tab   | le I - Non-J      | Derivative   | e Secu           | rities Aco  | quired, Disposed   | of, or Benefic  | cially Owned                     |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction Date<br>(Month/Day/Year)2A. Deeme<br>Execution I<br>any<br>(Month/Day/Year) |                   | 1          |   |                   |              |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following  | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect                            | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                  |  |
| ~  |                   |            |   | Code V            | Amount       | (A)<br>or<br>(D) | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                                   | (I)<br>(Instr. 4)   |                                  |  |
| Common<br>Stock  | 09/01/2017        |            |   | F                 | 2,345<br>(1) | D                | \$<br>29.72   | 80,557   | D   |                                  |  |
| Common<br>Stock  |                   |            |   |                   |              |                  |   | 1,394.49   | Ι   | By<br>401(K)Plan                 |  |

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.

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 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) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|---|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |   |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |  |  |  |  |
|---|---------------|-----------|-------------------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer           | Other |  |  |  |  |
| Scanlon Jennifer F.<br>C/O USG CORPORATION<br>550 W. ADAMS ST.<br>CHICAGO, IL 60661 | Х             |           | President and CEO |       |  |  |  |  |
| Signatures  |               |           |                   |       |  |  |  |  |
| /s/ Jonathan Dorfman,<br>Attorney-In-Fact   |               | 09/06/20  | 017               |       |  |  |  |  |
| **~   |               | _         |                   |       |  |  |  |  |

#### \*\*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.

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.