

USG CORP
Form 8-K
May 16, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2011

USG Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-8864

36-3329400

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

550 West Adams Street, Chicago, Illinois

60661-3676

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(312) 436-4000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

The Registrant held its 2011 annual meeting of stockholders on May 11, 2011. At the annual meeting, the stockholders considered four proposals, each of which is described in more detail in the Registrant's proxy statement for the meeting. The matters voted upon at the annual meeting and the results of the votes were as follows:

Proposal 1. Election of four directors for a three-year term to expire in 2014.

| | FOR | WITHHOLD | BROKER NON-VOTES |
|----------------------|------------|-----------------|-----------------------------|
| Gretchen R. Haggerty | 72,130,460 | 362,831 | 21,029,566 |
| Richard P. Lavin | 69,772,563 | 2,270,728 | 21,029,566 |
| Marvin E. Lesser | 69,468,589 | 3,024,702 | 21,029,566 |
| James S. Metcalf | 72,056,138 | 437,153 | 21,029,566 |

Proposal 2. Ratification of appointment of Deloitte & Touche LLP as the Registrants independent registered public accountants for 2011.

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 93,133,856 | 312,512 | 76,488 |

Proposal 3. Approval, by advisory vote, of the compensation of the Registrant's named executive officers.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 62,738,259 | 9,604,942 | 150,090 | 21,029,566 |

Proposal 4. Recommendation, by advisory vote, of the frequency of future votes to approve the compensation of the Registrant's named executive officers.

| THREE YEARS | TWO YEARS | ANNUALLY | ABSTAIN | BROKER NON-VOTES |
|--------------------|------------------|-----------------|----------------|-----------------------------|
| 46,273,501 | 230,515 | 25,823,673 | 165,602 | 21,029,566 |

The Registrant's Board will consider this recommendation of the stockholders at a future meeting, and its decision regarding how frequently the Registrant will include an advisory vote on the compensation of its named executive officers in its proxy statement until the next required vote on such frequency will be included in an amendment to this Report.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

USG CORPORATION
Registrant

Date: May 16, 2011

By: /s/ Ellis A. Regenbogen
Vice President, Associate General
Counsel and Corporate Secretary