USG CORP
Form 5
February 14, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

o Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

o Form 3 Holdings Reported

o Form 4 Transactions Reported

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1. **Name and Address of Reporting Person***

Foote, William C.

(Last) (First) (Middle)

USG Corporation
125 South Franklin Street

(Street)

Chicago, IL 60606

(City) (State) (Zip)

2. **Issuer Name and Ticker or Trading Symbol**

USG Corporation (USG)

3. **I.R.S. Identification Number of Reporting Person, if an entity** *(Voluntary)*

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4. **Statement for Month/Year**

03/01/02 - 12/31/02

5. **If Amendment, Date of Original** *(Month/Year)*

6. **Relationship of Reporting Person(s) to Issuer** *(Check All Applicable)*

o Director o 10% Owner

x Officer *(give title below)*

7. **Individual or Joint/Group Reporting** *(Check Applicable Line)*

x Form filed by One Reporting Person

o

o Other *(specify below)*

Chairman, President & CEO

Form filed by More than One Reporting Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security *(Instr. 3)*	2. Transaction Date *(Month/Day/Year)*	2A. Deemed Execution Date, if any *(Month/Day/Year)*	3. Transaction Code *(Instr. 8)*	4. Securities Acquired (A) or Disposed of (D) *(Instr. 3, 4 and 5)*			5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year *(Instr. 3 and 4)*	6. Ownership Form: Direct (D) or Indirect (I) *(Instr. 4)*	7. Nature of Indirect Beneficial Ownership *(Instr. 4)*
				Amount	(A) or (D)	Price			
Common stock.							42,251	D	
Common stock (401(k)).	See above.	-	D	4.4632	D	$6.22	4,625.2330	D	
Common stock.							5,000	I	Held by wife.
Common stock.							400	I	UGMA

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

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. Transaction Code *(Instr. 8)*	5. Number of Derivative Securities Acquired (A) or Disposed of (D) *(Instr. 3, 4 and 5)*	
					(A)	**(D)**
Nonqualified Stock Options						
Performance-Based Restricted Stock						
Restricted Stock						

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

6. Date Exercisable and Expiration Date *(Month/Day/Year)*		7. Title and Amount of Underlying Securities *(Instr. 3 and 4)*		8. Price of Derivative Security *(Instr. 5)*	9. Number of Derivative Securities Beneficially Owned at End of Year *(Instr. 4)*	10. Ownership of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
					275,000	D	
					30,000	D	
					10,000	D	

Explanation of Responses:

Table I, Item 5 - The transactions reported herein were the result of exempt activity through the USG Corporation Investment Plan. Further, the shares shown as directly held by the reporting person show an adjustment of 299 shares correcting for a typographical error. The adjustment was not a disposition.

/s/ Robert J. Burrell,
Attorney-In-Fact

February 14, 2003

**Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.