Deely Brendan													
Form 4 February 17, 200	00												
									OMB AF	OMB APPROVAL			
		CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287					
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instructio 1(b).	<b>STATEM</b> Filed purse Section 17(a)	uant to Sec ) of the Pu	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: Estimated a burden hou response n	•			
(Print or Type Resp	onses)												
(Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> Deely Brendan			2. Issuer Name <b>and</b> Ticker or Trading Symbol USG CORP [USG]					5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Mi			Earliest Tra	-			(Check all applicable)					
C/O USG CORPORATION, 550 WEST ADAMS STREET			(Month/Day/Year) 02/13/2009					Director10% Owner XOfficer (give titleOther (specify below) below) Vice President					
				. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CHICAGO, IL	60661							Form filed by M Person	Iore than One Re	porting			
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned			
	Transaction Date Ionth/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	n(A) or Di (D) (Instr. 3, -	sposed 4 and 2 (A) or	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock 02	2/13/2009			F	427 <u>(1)</u>	D	\$ 7.07	42,403	D				
Common Stock							1.07	2,000	I	By Wife in IRA			

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.

## Edgar Filing: Deely Brendan - Form 4

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships							
Director	10% Owner	Officer	Other				
		Vice President					
02/17/2009							
	Dat	e					
	Director	Director 10% Owner	Director 10% Owner Officer Vice President				

## **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.