

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))
-

**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.

|                      | <b>FOR</b> | <b>WITHHOLD</b> | <b>BROKER<br/>NON-VOTES</b> |
|----------------------|------------|-----------------|-----------------------------|
| 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.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 93,133,856 | 312,512        | 76,488         |

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

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|----------------|-----------------------------|
| 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.

| <b>THREE YEARS</b> | <b>TWO YEARS</b> | <b>ANNUALLY</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------|------------------|-----------------|----------------|-----------------------------|
| 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