#### LOWES DAVID RICKY

Form 4

February 12, 2013

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

burden hours per

Estimated average 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *LOWES DAVID RICKY			2. Issuer Name and Ticker or Trading Symbol USG CORP [USG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	` <b>11</b>			
C/O USG CORPORATION, 550 WEST ADAMS STREET			(Month/Day/Year) 02/08/2013	Director 10% Owner X Officer (give title Other (specibelow) Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 60661			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2013		Code V F	Amount 501 (1)	(D)	Price \$ 28.12	44,832	D	
Common Stock	02/09/2013		F	390 (1)	D	\$ 28.12	44,442	D	
Common Stock	02/10/2013		F	618 (1)	D	\$ 28.12	43,824	D	
Common Stock	02/11/2013		F	666 (1)	D	\$ 28.4	43,158	D	
Common Stock							782.4358	I	By 401(K) Plan

### Edgar Filing: LOWES DAVID RICKY - Form 4

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.

**SEC 1474** 

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) I	Derivative			Secur	ities	(Instr. 5)	
	Derivative					Securities				3 and 4)		
	Security				1	Acquired						
	•				(	(A) or						
					]	Disposed						
					(	of (D)						
					(	(Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: .1	or		
							Exercisable Date	Title Number				
				G 1	T 7	(A) (B)				of		
				Code	V (	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOWES DAVID RICKY C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661

Senior Vice President

### **Signatures**

/s/ Stanley L. Ferguson, Attorney-In-Fact

02/12/2012

\*\*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.

Reporting Owners 2