

USG CORP  
Form S-8  
August 06, 2010

As filed with the Securities and Exchange Commission on August 6, 2010.

Registration No. \_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM S-8**

**Registration Statement Under  
the Securities Act of 1933**

**USG CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**36-3329400**

(State or Other Jurisdiction of  
Incorporation or Organization)

(IRS Employer  
Identification No.)

**550 West Adams Street  
Chicago, Illinois 60661-3676**

(Address of Principal Executive Offices, Including Zip Code)

**USG CORPORATION  
LONG-TERM INCENTIVE PLAN,  
As Amended**

(Full Title of the Plan)

**Ellis A. Regenbogen  
Vice President, Associate General Counsel and  
Corporate Secretary  
USG Corporation  
550 West Adams Street  
Chicago, Illinois 60661-3676**

**(312) 436-4000**

(Name and Address of Agent for Service)

(Telephone number,  
including area code,  
of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered (1) | Amount to be | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee |
|--|--------------|---|---|----------------------------|
|  |              |   |   |                            |

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|   |                      |          |              |            |
|---|----------------------|----------|--------------|------------|
|   | Registered (1,<br>2) |          |              |            |
| Common Stock, par value<br>\$0.10 per share | 4,500,000<br>Shares  | \$ 12.27 | \$55,215,000 | \$3,936.83 |

- (1) There are also registered hereunder an equal number of Preferred Share Purchase Rights ( Rights ), which initially will be attached to, and be transferable only with, the Registrant s Common Stock.
  - (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Act ), this registration statement also covers an indeterminate number of additional shares of Common Stock (and related Rights) as may be issuable pursuant to stock splits, stock dividends or similar transactions in accordance with the Plan.
  - (3) Estimated solely for the purposes of determining the amount of the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Act on the basis of the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on August 2, 2010.
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**Explanatory Note**

The shares of Common Stock of USG Corporation (the Registrant ) and attached Preferred Share Purchase Rights being registered pursuant to this Registration Statement are additional securities of the same class as other securities for which a Registration Statement on Form S-8 (File No. 333-136289) was filed with the Securities and Exchange Commission on August 4, 2006. Pursuant to General Instruction E to Form S-8, the contents of that registration statement are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interest of Named Experts and Counsel.**

The legality of the additional shares of Common Stock and attached Preferred Share Purchase Rights issuable in connection with awards under the Plan will be passed upon by Ellis A. Regenbogen, Vice President, Associate General Counsel and Corporate Secretary of the Registrant. As an employee of the Registrant, Mr. Regenbogen is eligible to participate in employee benefit plans of the Registrant on the same basis as other similarly eligible employees. He owns or has options or other rights to acquire an aggregate of less than one-tenth of one percent of the outstanding shares of the Registrant's Common Stock. Mr. Regenbogen is eligible to receive additional awards pursuant to the Plan.

**Item 8. Exhibits.**

Reference is made to the Exhibit Index on page 4 of this Registration Statement, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on August 6, 2010.

USG CORPORATION

By: /s/ Richard H. Fleming  
Richard H. Fleming  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on August 6, 2010.

/s/ William C. Foote \*

William C. Foote,  
Chairman and Chief Executive Officer and Director  
(Principal Executive Officer)

William H. Hernandez,  
Director

/s/ Richard H. Fleming \*

Richard H. Fleming,  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Richard P. Lavin,  
Director

/s/ William J. Kelley Jr. \*

William J. Kelley Jr.,  
Vice President and Controller  
(Principal Accounting Officer)

Steven F. Leer,  
Director

\* \*

Jose Armario,  
Director

Marvin E. Lesser,  
Director

\* \*

Robert L. Barnett,  
Director

James S. Metcalf  
Director

\* \*

Lawrence M. Crutcher,  
Director

Judith A. Sprieser,  
Director

\*

W. Douglas Ford,  
Director

\* By: /s/ Richard H. Fleming

Richard H. Fleming,  
Attorney-in-Fact

**EXHIBIT INDEX**

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | USG Corporation Long-Term Incentive Plan, as amended effective May 12, 2010 (incorporated by reference to Annex C to the Proxy Statement for the Annual Meeting of Stockholders of USG Corporation held on May 12, 2010 filed with the Securities and Exchange Commission on April 1, 2010) |
| 5.1*           | Opinion of Ellis A. Regenbogen, Vice President, Associate General Counsel and Corporate Secretary, USG Corporation (including consent)  |
| 23*            | Consent of Deloitte & Touche LLP  |
| 24*            | Power of Attorney   |

\* Filed herewith