

USG CORP
Form 8-K/A
June 29, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 8-K/A
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported) June 29, 2006.
USG Corporation**

(Exact name of registrant as specified in its charter)
Commission File Number: 1-8864

| | |
|---|--------------------------------------|
| Delaware | 36-3329400 |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |
| 125 South Franklin Street, Chicago, Illinois | 60606-4678 |
| (Address of principal executive offices) | (Zip Code) |
| Registrant's telephone number, including area code | <u>(312) 606-4000</u> |

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))
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Item 2.02 Results of Operations and Financial Condition

See Item 8.01 Other Events below.

Item 8.01 Other Events

On June 29, 2006, USG Corporation issued a press release containing preliminary, unaudited results for April and May 2006. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Financial Statements and Exhibits

99.1 - USG Corporation press release dated June 29, 2006. This press release is to be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of the Securities and 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: June 29, 2006

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

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| Exhibit No. | Exhibit |
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| 99.1 | USG Corporation press release dated June 29, 2006. |