USG CORP Form 4 January 02, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

OMB APPROVAL

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Number:

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response...

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction 1(b).

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)

Name and Address of Reporting Person *

BURKE IHOMAS ANDREW			Symbol	Issuei
			USG CORP [USG]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	
			(Month/Day/Year)	X Director 10% Owner
C/O USG CORPORATION, 550			12/31/2013	Officer (give title Other (specify below)
WEST ADA	MS STREE	ET		below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

CHICAGO, IL 60661

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative Secur	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/31/2013		A	710 <u>(1)</u> A	\$ 28.185	710	D	

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Applicable Line)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
BURKE THOMAS ANDREW C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661	X						

Signatures

/s/ Daniel G. Gordon, Attorney-In-Fact

01/02/2014

**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) Annual grant under the USG Corporation Non-Employee Director Compensation Program.
- (2) Mean of the high and low sales prices of a share of common stock on December 31, 2013.

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.

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