

USG CORP  
Form 4  
January 03, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person \*  
**HERNANDEZ WILLIAM H**

(Last) (First) (Middle)

**C/O USG CORPORATION, 550 W. ADAMS ST.**

(Street)

**CHICAGO, IL 60661**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**USG CORP [[USG]]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

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)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| Instr. 3)                  | Price of<br>Derivative<br>Security | (Month/Day/Year) | Instr. 8) | (A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
|----------------------------|------------------------------------|------------------|-----------|---|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| Deferred<br>Stock<br>Units | (1)                                | 12/31/2016       | A         | 4,114.5208  |      |   | (1) | (1) |                     |                    | Common<br>Stock | 4,114.52                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HERNANDEZ WILLIAM H<br>C/O USG CORPORATION<br>550 W. ADAMS ST.<br>CHICAGO, IL 60661 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Jonathan Dorfman,<br>Attorney-In-Fact     | 01/03/2017 |
| <u>        </u> 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).  
  
Deferral of compensation for service as a director pursuant to the USG Corporation Deferred Compensation Program for Non-Employee
- (1) Directors. Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units become payable in cash or shares of common stock at the reporting person's option, following termination of service as a director.
- (2) Mean of the high and low sales prices of a share of common stock on December 30, 2016.

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.