

Holmes Joseph W
 Form 3
 November 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Holmes Joseph W (Last) (First) (Middle) C/O USG CORPORATION,Â 550 WEST ADAMS STREET (Street) CHICAGO,Â ILÂ 60661 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/08/2017 | 3. Issuer Name and Ticker or Trading Symbol USG CORP [USG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 21,600 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2) | 02/13/2018 | Common Stock | 2,570 | \$ 34.67 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/10/2020 | Common Stock | 2,337 | \$ 11.98 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/09/2021 | Common Stock | 2,412 | \$ 18.99 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/08/2022 | Common Stock | 3,082 | \$ 14.76 | D | Â |
| Market Share Units | Â (3) | Â (3) | Common Stock | 2,105 | \$ (4) | D | Â |
| Market Share Units | Â (5) | Â (5) | Common Stock | 4,934 | \$ (4) | D | Â |
| Market Share Units | Â (6) | Â (6) | Common Stock | 3,547 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holmes Joseph W C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Jonathan Dorfman,
Attorney-In-Fact

11/13/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 15,000 restricted stock units that vest over time. Each unit represents the right to receive one share of common stock.
- (2) This option is 100% vested.

Generally, the Market Share Units will be earned, if at all, once the Board certifies that pre-determined market price targets of the Issuer's common stock are attained, provided that the reporting person remains continuously employed by the Issuer or a subsidiary through December 31, 2017.

- (3) Each Market Share Unit represents the right to receive one share of common stock assuming certain market price targets are achieved.
- (4) The Market Share Units vesting and the actual number of shares received are contingent on the Issuer's common stock achieving certain pre-defined market price levels during the performance period and continued employment.
- (5)

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Generally, the Market Share Units will be earned, if at all, once the Board certifies that pre-determined market price targets of the Issuer's common stock are attained, provided that the reporting person remains continuously employed by the Issuer or a subsidiary through December 31, 2018.

- (6) Generally, the Market Share Units will be earned, if at all, once the Board certifies that pre-determined market price targets of the Issuer's common stock are attained, provided that the reporting person remains continuously employed by the Issuer or a subsidiary through December 31, 2019.

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.