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USG CORP  
Form 8-K  
August 13, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) August  
13, 2002.

USG Corporation

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(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)

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(I.R.S. Employer  
Identification No.)

125 South Franklin Street, Chicago, Illinois

60606-4678

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code (312) 606-4000  
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ITEM 9. REGULATION FD DISCLOSURE

1. On August 13, 2002, USG Corporation submitted to the Securities and Exchange Commission the Statements Under Oath of the Principal Executive Officer and the Principal Financial Officer in accordance with the Securities and Exchange Commission's June 27, 2002, Order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

The information provided in Exhibit 99.1 and Exhibit 99.2, the statements that were submitted to the Securities and Exchange Commission on August 13, 2002, is furnished pursuant to this Item 9 and is incorporated herein by reference.

EXHIBITS

99.1 Statement Under Oath of Principal Executive

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Officer of USG Corporation Regarding Facts and  
Circumstances Relating to Exchange Act Filings.

99.2 Statement Under Oath of Principal Financial  
Officer of USG Corporation Regarding Facts and  
Circumstances Relating to Exchange Act Filings.

2. On August 13, 2002, USG Corporation filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, with the Securities and Exchange Commission. Accompanying such report were certifications of USG Corporation's Chief Executive Officer, William C. Foote, and Chief Financial Officer, Richard H. Fleming, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The text of each of these certifications is set forth below:

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350 ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, William C. Foote, hereby certify pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (i) The accompanying Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) The information contained in such report fairly presents, in all material respects, the financial condition and results of operations of USG Corporation.

/s/ William C. Foote  
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William C. Foote  
Chairman, President and  
Chief Executive Officer

I, Richard H. Fleming, hereby certify pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- (i) The accompanying Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) The information contained in such report fairly presents, in all material respects, the financial condition and results of operations of USG Corporation.

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

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The foregoing certifications are being furnished solely pursuant to 18 U.S.C. Section 1350 and are not being filed as part of this report or as a separate disclosure document.

SIGNATURES

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: August 13, 2002.

By: /s/ Richard H. Fleming

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Richard H. Fleming Executive Vice  
President  
and Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT  
NUMBER

DESCRIPTION

- | EXHIBIT<br>NUMBER | DESCRIPTION  |
|-------------------|--|
| 99.1              | Statement Under Oath of Principal Executive Officer of USG Corporation Regarding Facts and Circumstances Relating to Exchange Act Filings. |
| 99.2              | Statement Under Oath of Principal Financial Officer of USG Corporation Regarding Facts and Circumstances Relating to Exchange Act Filings. |