

USG CORP  
Form 4  
March 10, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**FOOTE WILLIAM C**

(Last) (First) (Middle)  
**C/O USG CORPORATION, 550  
WEST ADAMS STREET**  
  
(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)  
**03/08/2010**

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)  
**Chairman and CEO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/08/2010		S		1,200 D \$ 15.25	534,752	D
Common Stock	03/08/2010		S		300 D \$ 15.255	534,452	D
Common Stock	03/08/2010		S		2,000 D \$ 15.26	532,452	D
Common Stock	03/08/2010		S		200 D \$ 15.265	532,252	D
Common Stock	03/08/2010		S		200 D \$ 15.27	532,052	D

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Common Stock	03/08/2010	S	400	D	\$ 15.28	531,652	D	
Common Stock	03/08/2010	S	641	D	\$ 15.29	531,011	D	
Common Stock	03/08/2010	S	400	D	\$ 15.295	530,611	D	
Common Stock	03/08/2010	S	608	D	\$ 15.3	530,003	D	
Common Stock	03/08/2010	S	1,100	D	\$ 15.32	528,903	D	
Common Stock	03/08/2010	S	1,100	D	\$ 15.33	527,803	D	
Common Stock	03/08/2010	S	100	D	\$ 15.335	527,703	D	
Common Stock	03/08/2010	S	628	D	\$ 15.34	527,075	D	
Common Stock	03/08/2010	S	100	D	\$ 15.345	526,975	D	
Common Stock	03/08/2010	S	1,400	D	\$ 15.35	525,575	D	
Common Stock	03/08/2010	S	400	D	\$ 15.355	525,175	D	
Common Stock	03/08/2010	S	1,400	D	\$ 15.36	523,775	D	
Common Stock	03/08/2010	S	1,900	D	\$ 15.37	521,875	D	
Common Stock	03/08/2010	S	100	D	\$ 15,375	521,775	D	
Common Stock	03/08/2010	S	723	D	\$ 15.38	521,052	D	
Common Stock	03/08/2010	S	100	D	\$ 15.39	520,952	D	
Common Stock						10,000	I	By Wife
Common Stock						1,000	I	For Benefit of Children

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

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