

Macey Christopher D
Form 4
December 27, 2018

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 *
Macey Christopher D

(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)
12/26/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/26/2018		A	3,260 (1) (2)	\$ 0	13,075	D
Common Stock	12/26/2018		F	1,746 (3)	\$ 42.85	11,329	D
Common Stock	12/26/2018		M	6,662 (1) (4)	\$ 0	17,991	D
Common Stock	12/26/2018		F	3,567 (5)	\$ 42.85	14,424	D

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

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These Performance Shares were granted on February 10, 2016. As authorized by the Board, the Chairman of the Compensation and Organization Committee of the Board certified performance of these Performance Shares on December 26, 2018.

- (3) Shares withheld to satisfy tax withholding obligation with respect to Performance Shares that became earned.

These Market Share Units were granted on February 10, 2016. As authorized by the Board, the Chairman of the Compensation and Organization Committee of the Board certified performance of these Market Share Units on December 26, 2018 and the Company issued

- (4) to the reporting person 1.5 shares of the Company's common stock for the Market Share Units originally granted, based on the closing prices of shares of the Company's common stock on the New York Stock Exchange for the fifteen trading days immediately preceding December 3, 2018.

- (5) Shares withheld to satisfy tax withholding obligation with respect to Market Share Units that became earned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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