

USG CORP  
Form 8-K  
September 30, 2009

**UNITED STATES  
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): September 24, 2009**

**USG Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-8864**

(Commission File Number)

**36-3329400**

(IRS Employer Identification No.)

**550 West Adams Street, Chicago, Illinois**

(Address of Principal Executive Offices)

**60661-3676**

(Zip Code)

Registrant's telephone number, including area code: **(312) 436-4000**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5 – Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (d) On September 24, 2009 the Board of Directors of the Registrant (the “Board”) elected William H. Hernandez, Senior Vice President, Finance and Chief Financial Officer of PPG Industries, Inc., a director of the Corporation for a term expiring at the 2012 annual meeting of stockholders of the Registrant. Mr. Hernandez was also elected to the Audit and Finance Committees of the Board. Mr. Hernandez will be entitled to receive the same compensation for service as a director as is applicable to the Registrant’s other directors. That compensation is described in the Registrant’s proxy statement dated April 3, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities 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: September 29, 2009

By: /s/ Stanley L. Ferguson  
Stanley L. Ferguson,  
Executive Vice President  
and General Counsel