## Edgar Filing: USG CORP - Form 4/A

| USG CORP   |                   |  |  |                 |             |   |                        |  |                                    |                        |  |  |
|--|-------------------|--|--|-----------------|-------------|---|------------------------|--|------------------------------------|------------------------|--|--|
| Form 4/A   |                   |  |  |                 |             |   |                        |  |                                    |                        |  |  |
| September 1  | 8, 2007           |  |  |                 |             |   |                        |  |                                    |                        |  |  |
| FORM   | 14                |  |  |                 |             |   |                        |  |                                    | PPROVAL                |  |  |
| <b>CURINI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549 |                   |  |  |                 |             |   |                        | OMB<br>Number:   | 3235-0287                          |                        |  |  |
| Check th   |                   |  |  |                 |             |   |                        |  | Expires:                           | January 31,            |  |  |
| if no long<br>subject to   |                   | STATEMENT OF CHANGES IN BENEFICIAL OWN   |  |                 |             |   |                        |  | •                                  | 2005                   |  |  |
| Section 1  |                   | SECURITIES                               |  |                 |             |   |                        |  | Estimated average burden hours per |                        |  |  |
| Form 4 o   | r                 |  |  |                 |             |   |                        |  | response 0                         |                        |  |  |
| Form 5   | Filed pu          | rsuant to Sec                            | tion 16  | 6(a) of the     | e Securiti  | ies E                                     | xchang                 | ge Act of 1934,  |                                    |                        |  |  |
| obligatio<br>may cont  |                   | (a) of the Pub                           | blic Uti   | ility Hold      | ling Com    | ipany                                     | Act o                  | f 1935 or Sectio   | n                                  |                        |  |  |
| See Instr  |                   | 30(h) of                                 | the Inv  | vestment        | Compan      | y Act                                     | of 194                 | 40   |                                    |                        |  |  |
| 1(b).  |                   |  |  |                 |             |   |                        |  |                                    |                        |  |  |
|  |                   |  |  |                 |             |   |                        |  |                                    |                        |  |  |
| (Print or Type I   | Responses)        |  |  |                 |             |   |                        |  |                                    |                        |  |  |
|  |                   |  |  |                 |             |   |                        |  |                                    |                        |  |  |
| 1. Name and Address of Reporting Person       2. Issuer Name and Ticker or Trading         |                   |  |  |                 |             | 5. Relationship of Reporting Person(s) to |                        |  |                                    |                        |  |  |
| METCALF  | •                 | Symbol                                   |  |                 |             |   | Issuer                 |  |                                    |                        |  |  |
|  | $\mathbf{U}_{i}$  | USG CORP [USG]                           |  |                 |             |   | (Check all applicable) |  |                                    |                        |  |  |
| (Last)   | (First)           | (Middle) 3. Date of Earliest Transaction |  |                 |             |   | (ener an apprende)     |  |                                    |                        |  |  |
| (M   |                   |  | (Month/Day/Year)   |                 |             |   |                        | Director 10% Owner   |                                    |                        |  |  |
| USG CORPORATION, 550 WEST 08/0   |                   |  |  | 08/08/2007      |             |   |                        | XOfficer (give titleOther (specify below) below)           |                                    |                        |  |  |
| ADAMS STREET   |                   |  |  |                 |             |   |                        | President & COO  |                                    |                        |  |  |
|  | (Street)          | 1  | If A mor   | dmont Do        | to Original |   |                        | 6 Individual or I  | int/Group Fili                     | ag(Chaolr              |  |  |
|  |                   |  | 4. If Amendment, Date Original   |                 |             |   |                        | 6. Individual or Joint/Group Filing(Check                  |                                    |                        |  |  |
|  |                   |  | Filed(Month/Day/Year)<br>08/10/2007  |                 |             |   |                        | Applicable Line)<br>_X_ Form filed by One Reporting Person |                                    |                        |  |  |
| CHICAGO, IL 60661  |                   |  |  | Form filed by M |             |   |                        | More than One Reporting                                    |                                    |                        |  |  |
| emerido,   | IL 00001          |  |  |                 |             |   |                        | Person   |                                    |                        |  |  |
| (City)   | (State)           | (Zip)                                    | Table  | e I - Non-D     | erivative S | Securi                                    | ties Aco               | quired, Disposed of  | f, or Beneficia                    | lly Owned              |  |  |
| 1.Title of   | 2. Transaction Da |  |  | 3.              |             |   |                        | 5. Amount of   | 6. Ownership                       |                        |  |  |
|  |                   |  |  |                 |             | (A) or Disposed of Securit                |                        |  | Form: Direct                       | Indirect<br>Beneficial |  |  |
| (Instr. 3)   |                   | any<br>(Month/Day                        | Code (D)<br>/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  |                 |             |   | 5)                     | Beneficially<br>Owned                                      |                                    | Ownership              |  |  |
|  |                   |  | $\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}_{\mathcal{L}}}}}}}}}, , , , , , , , , , , , , , , $ |                 |             |   | .,                     | Following  | (Instr. 4)                         | (Instr. 4)             |  |  |
|  |                   |  |  |                 |             | (A)                                       |                        | Reported   |                                    |                        |  |  |
|  |                   |  |  |                 |             | or  |                        | Transaction(s)   |                                    |                        |  |  |
|  |                   |  |  | Code V          | Amount      | (D)                                       | Price                  | (Instr. 3 and 4)   |                                    |                        |  |  |
| Common   | 08/08/2007        |  |  | F               | 2,327       | D   | \$                     | 78,063 <u>(1)</u>  | D                                  |                        |  |  |
| Stock  | 00/00/2007        |  |  | 1               | 2,521       | D   | 42.2                   | , 0,005 <u>···</u>   | D                                  |                        |  |  |

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | 5.<br>ionNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | ;                   | Date               | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--------------------------------------|--|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                               | 7 (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>  |          |           |                 |       |  |  |  |
|--|----------|-----------|-----------------|-------|--|--|--|
|  | Director | 10% Owner | Officer         | Other |  |  |  |
| METCALF JAMES S<br>USG CORPORATION<br>550 WEST ADAMS STREET<br>CHICAGO, IL 60661 |          |           | President & COO |       |  |  |  |
| Signatures   |          |           |                 |       |  |  |  |
| /s/ Ellis A. Regenbogen,<br>Attorney-in-Fact                                     |          | 09/18/2   | 2007            |       |  |  |  |
| **Signature of Reporting Person  |          | Dat       | e               |       |  |  |  |
| Explanation of Responses:  |          |           |                 |       |  |  |  |

## \* If the form is filed by more than one reporting person, *see* Instruction 4(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) This amendment is filed to correct a prior error in the computation of the amount of securities reported in response to this item.

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.