**USG CORP** Form 4 January 03, 2017

# FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 \*

Carter Matthew Jr

(First) (Middle) (Last)

C/O USG CORPORATION, 550 W. ADAMS ST.

(Street)

CHICAGO, IL 60661

2. Issuer Name and Ticker or Trading

Symbol

USG CORP [[USG]]

3. Date of Earliest Transaction

(Month/Day/Year)

12/31/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

X\_ Director

Applicable Line)

Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

1.Title of 2. Transaction Date 2A. Deemed

(City)

Security (Month/Day/Year) (Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

(I) (Instr. 4)

(D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Indirect

10% Owner Other (specify

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January 31,

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0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Check all applicable)

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative Security or Exercise any Code

**Expiration Date** Securities Acquired (Month/Day/Year)

7. Title and Amount of 6. Date Exercisable and **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(I	A) or Disposed D) Instr. 3, 4, and					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Deferred Stock Units	<u>(1)</u>	12/31/2016		A	4	4,114.5208		<u>(1)</u>	(1)	Common Stock	4,114.52

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Carter Matthew Jr C/O USG CORPORATION 550 W. ADAMS ST. CHICAGO, IL 60661	X						

# **Signatures**

/s/ Jonathan Dorfman, Attorney-In-Fact 01/03/2017

\*\*Signature of Reporting Person Date

# **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).
- Deferral of compensation for service as a director pursuant to the USG Corporation Deferred Compensation Program for Non-Employee
- (1) Directors. Each deferred stock unit represents the right to receive the value of one share of common stock. The deferred stock units become payable in cash or shares of common stock at the reporting person's option, following termination of service as a director.
- (2) Mean of the high and low sales prices of a share of common stock on December 30, 2016.

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.

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