USG CORP Form 4 January 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

Common

Stock

12/31/2016

(Print or Type Responses)

1 Name and Address of Departing De

may continue.

See Instruction

LAVIN RICHARD P			2. Issuer Name and Ticker or Trading Symbol				ng	Issuer			
			USG CORP [[USG]]				(Check all applicable)				
(Last)	(First)	Middle)	3. Date o	f Earliest T	ransaction						
			(Month/I	Day/Year)				_X_ Director		Owner	
C/O USG (ADAMS S	CORPORATION, 5T.	550 W.	12/31/2	016				Officer (give to below)	below)	r (specify	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mo	nth/Day/Yea	ur)			Applicable Line) _X_ Form filed by O Form filed by M	1 0		
CHICAGO), IL 60661							Person	ore than one re-	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqı	iired, Disposed of	, or Beneficiall	y Owned	
1.Title of	2. Transaction Date	2A. Deem	ned	3.	4. Securi	ties Ac	quired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Year) Execution Date, if		, if Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3,	4 and :	5)	Beneficially	Form: Direct	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)				Owned	(D) or	Ownership	
								Following	Indirect (I)	(Instr. 4)	
						(A)		Reported	(Instr. 4)		
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
							K.				

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

A

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SEC 1474

(9-02)

D

29.165 33,555

(2)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4,115

(1)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
LAVIN RICHARD P 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).
- (1) Annual grant under the USG Corporation Non-Employee Director Compensation Program.
- (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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