

USG CORP  
Form 4  
September 02, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
FERGUSON STANLEY L

(Last) (First) (Middle)  
USG CORP, 125 S FRANKLIN STREET DEPT 188  
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
USG CORP [usg]

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. V.P. & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common stock                    | 09/02/2005                           |  | M                              |   | 4,000 A \$ 46.14  | 14,612.54  | D   |
| Common stock                    | 09/02/2005                           |  | S                              |   | 4,000 D \$ 66.355   | 10,612.54  | D   |
| Common stock                    | 09/02/2005                           |  | M                              |   | 7,000 A \$ 48.42  | 17,612.54  | D   |
| Common stock                    | 09/02/2005                           |  | S                              |   | 7,000 D \$ 66.355   | 10,612.54  | D   |
| Common Stock                    | 09/02/2005                           |  | M                              |   | 4,000 A \$ 50.87  | 14,612.54  | D   |

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Common stock      09/02/2005      S      4,000      D      \$ 66.355      10,612.54      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.**

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 46.14   | 09/02/2005                           |  | M                              | 4,000  | 01/02/2002 01/02/2010                                    | Common stock  | 4,000                      |
| Employee Stock Option (right to buy)       | \$ 48.42   | 09/02/2005                           |  | M                              | 7,000  | 01/02/2000 01/02/2008                                    | Common stock  | 7,000                      |
| Employee Stock option (right to buy)       | \$ 50.87   | 09/02/2005                           |  | M                              | 4,000  | 01/02/2001 01/02/2009                                    | Common stock  | 4,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| FERGUSON STANLEY L<br>USG CORP<br>125 S FRANKLIN STREET DEPT 188 |               |           | Exec. V.P. & General Counsel |       |

CHICAGO, IL 60606

## Signatures

Robert J. Burrell,  
Attorney-In-Fact

09/02/2005

    \*\*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).

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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