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SCHAAL JOHN ERIC Form 5 February 14, 2003

OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2005

Estimated average burden hours per response...1.0

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

### FORM 5

#### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- O Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- O Form 3 Holdings Reported
- O Form 4 Transactions Reported

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
Schaal, J. Eric		USG Corporation (USG)		-			
(Last) (First) (Middle)			_				
USG Corporation 125 South Franklin Street	4.	O3/01/02 - 12/31/02		If Amendment, Date of Original (Month/Year)			
(Street)		Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)			
Chicago, IL 60606		O Director O 10% Owner		X Form filed by One Reporting Person			
(City) (State) (Zip)	-	X Officer (give title below)		0			

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O Other (specify below)

Corporate Secretary

Form filed by More than One Reporting Person

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

			Tab	le I	Non-Derivative S	ecu	rities Acq	uired, Disposed of, or	r Be	eneficially O	wne	d		
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)		Deemed Execution Date, if any (Month/Day/Year)	3.	Transac <b>ti</b> Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
								(A) or Amount (D) Price						
	Common stock.									0		D		
							Pag	ge 2						

		Table II Deriva (e.g., pu	tive ıts, c	Securities Acquii calls, warrants, op	red, l otion	Disposed of, or Benefics, convertible securit	fic tie	cially Owned es)				
Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3A.	Deemed Execution 4 Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)	5.	Securities	(A) or Dispo	
										(A)	( <b>D</b> )	
Nonqualified Stock Options												
Performance-Based Restricted Stock												
Restricted Stock												

Date Exercisable an Expiration Date (Month/Day/Year)	i 7.	of Under Secur		3. Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Date Expira Exercisable Dat		Title	Amount or Number of Shares							
						47,500		D		
						2,000		D		
						0		D		
xplanation of Respo	nses:									
ble I, Item 5 - The fi		own co	orrects a repo	ting error tha	t prev	iously showed the report	ing p	erson holding 4,000 c	comn	non shares d
	/		ert J. Burrell, ney-In-Fact		Febru	ary 14, 2003				

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\*\*Signature of Reporting Date Person

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).