

Martin Mary A.
Form 3
July 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Martin Mary A. | | (Month/Day/Year) | USG CORP [USG] | |
| (Last) | (First) | (Middle) | 07/15/2009 | |
| C/O USG CORPORATION, Â 550 WEST ADAMS STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| CHICAGO, Â IL Â 60661 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 9,162 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2) | 08/08/2016 | Common Stock | 6,400 | \$ 46.17 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 03/23/2017 | Common Stock | 2,670 | \$ 49.61 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 02/13/2018 | Common Stock | 4,535 | \$ 34.67 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 02/11/2019 | Common Stock | 8,036 | \$ 6.86 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martin Mary A. C/O USG CORPORATION 550 WEST ADAMS STREET CHICAGO, IL 60661 | Â | Â | Â Vice President | Â |

Signatures

/s/ Ellis A. Regenbogen,
Attorney-in-Fact
Date: 07/23/2009
Signature of Reporting Person: _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 7,469 restricted stock units that vest over time. Each unit represents the right to receive one share of common stock.
 - (2) This option is 40% vested. The balance vests in three equal annual installments beginning on August 8, 2009.
 - (3) This option is 50% vested. The balance vests in two equal annual installments beginning on March 23, 2010.
 - (4) This option is 25% vested. The balance vests in three equal annual installments beginning on February 13, 2010.
 - (5) This option vests in four equal annual installments beginning on February 11, 2010.

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.