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USG CORP  
Form 8-K  
February 04, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) February 4, 2003.

USG Corporation

-----  
(Exact name of registrant as specified in its charter)

Commission File Number: 1-8864  
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Delaware

36-3329400

-----  
(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

125 South Franklin Street, Chicago, Illinois

60606-4678

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code

(312) 606-4000  
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ITEM 9. REGULATION FD DISCLOSURE

On February 4, 2003, USG Corporation issued a press release containing earnings information for the fourth-quarter of 2002 and for its fiscal year ended December 31, 2002. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference into this Item 9 report on Form 8-K as if fully set forth herein.

EXHIBIT

99.1 USG Corporation press release dated February 4, 2003.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

EXHIBITS

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- 99.2 USG Corporation Consolidated Statements of Earnings (Unaudited) for its fourth-quarters and fiscal years ended December 31, 2002 and December 31, 2001, respectively.
- 99.3 USG Corporation Core Business Results (Unaudited) for its fourth-quarters and fiscal years ended December 31, 2002 and December 31, 2001, respectively.
- 99.4 USG Corporation Consolidated Balance Sheets (Unaudited) for its fiscal years ended December 31, 2002 and December 31, 2001, respectively.

### SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

USG CORPORATION  
Registrant

Date: February 4, 2003

By: /s/ Richard H. Fleming

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Richard H. Fleming,  
Executive Vice President  
and Chief Financial Officer

### EXHIBIT INDEX

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----  |
|----------------------------|---|
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| 99.4                       | USG Corporation Consolidated Balance Sheets (Unaudited) for its fiscal years ended December 31, 2002 and December 31, 2001, respectively.                             |