

KNAUF INTERNATIONAL GMBH

Form SC 13D/A

March 22, 2007

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...14.5

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

**USG CORPORATION
(Name of Issuer)**

**Common Stock, Par Value \$0.10 Per Share
(Title of Class of Securities)**

90329405

(CUSIP Number)

**Jorg Schanow, LL.M.
General Counsel**

Gebr. Knauf Verwaltungsgesellschaft KG

Am Bahnhof 7

97346 Iphofen

Federal Republic of Germany

(49) 9323-31-1091

**(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)**

March 16, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 90329405

13D

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NAMES OF REPORTING PERSONS:

1 Gebr. Knauf Verwaltungsgesellschaft KG

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Federal Republic of Germany

7 SOLE VOTING POWER:

NUMBER OF 9,357,928

8 SHARES BENEFIICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
9,357,928

WITH **10** SHARED DISPOSITIVE POWER:
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
9,357,928

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
9.54%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

Item 1. Security and Issuer.

The class of securities to which this Statement relates is the Common Stock, par value \$.0.10 per share (the Common Stock), of USG Corporation, a Delaware corporation (the Issuer). The principal business address of the Issuer is 125 South Franklin Street, Chicago, Illinois 60606-4678.

Item 2. Identity and Background.

The person filing this Statement is Gebr. Knauf Verwaltungsgesellschaft, a limited partnership organized under the laws of the Federal Republic of Germany (the Reporting Person). The Reporting Person is owned and controlled by members of the Knauf family. The principal business address of the Reporting Person and each of the members of the Knauf family is Am Bahnhof 7, 97346 Iphofen, Federal Republic of Germany. The principal business of the Reporting Person is acting as a holding company.

The names of the general partners of Reporting Person are Nikolaus Knauf and Baldwin Knauf. The principal occupation or employment of each of the foregoing individuals is as a managing director of various corporations and other entities owned and controlled by the members of the Knauf family. The principal business address of each of the foregoing individuals is Am Bahnhof 7, 97346 Iphofen, Federal Republic of Germany. Each of the foregoing individuals is a German citizen.

During the last five years, none of the Reporting Person or any of their respective managing directors or general partners identified in this Statement has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors). During the last five years, none of the Reporting Person or any of their respective managing directors or general partners identified in this Statement was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws

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Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Person used funds included in its working capital to acquire the Common Stock to which this Statement relates.

Item 4. Purpose of Transaction.

The Reporting Person has acquired the Common Stock to which this Statement relates for investment purposes. The Reporting Person will continue to evaluate its investment in the Issuer on the basis of various factors, including the Issuer's business, financial condition, results of operations and prospects, general economic and industry conditions, and the securities markets in general and those for the Issuer's shares. Based upon such evaluation, the Reporting Person may take such actions in the future as it may deem appropriate in light of the circumstances existing from time to time. Depending on market and other factors, the Reporting Person may seek to acquire additional shares of Common Stock in the open market or in private transactions, or determine to dispose of all or a portion of the Common Stock beneficially owned by the Reporting Person, including through hedging transactions with third parties. Except as set forth in this Item 4, the Reporting Person does not have any plans or proposals with respect to any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)-(b) The Reporting Person beneficially owns 9,357,928 shares of Common Stock, representing 9.54% of the outstanding shares of Common Stock. The percentage beneficial ownership of the Reporting Person has been determined based on 98,096,116 shares of Common Stock to be outstanding immediately following the completion of the offering of shares of Common Stock contemplated by the Prospectus Supplement filed by the Issuer with the Securities and Exchange Commission on March 16, 2007 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended. The Reporting Person has sole power to vote or direct the voting of, and sole power to dispose or direct the disposition of, the 9,357,928 shares of Common Stock it beneficially owns.

(c) During the 60-day period prior to the date of this Statement, the Reporting Person acquired the number of shares of Common Stock indicated below pursuant to the offering of Common Stock by the Issuer described above:

| <u>Date</u> | <u>Number of Shares</u> | <u>Average Price Per Share</u> |
|-------------------------|-------------------------|--------------------------------|
| 3/16/07 | 756,172 | \$48.60 |
| (d) (e) Not Applicable. | | |

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not Applicable.

Item 7. Material to Be Filed as Exhibits.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 21, 2007

GEBR. KNAUF
VERWALTUNGSGESELLSCHAFT
KG

/s/ Nikolaus Knauf
Nikolaus Knauf
General Partner

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