

USG CORP  
Form 8-K  
March 16, 2012

**UNITED STATES**  
**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): March 12, 2012**

**USG Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-8864**

**Delaware**  
(State or other jurisdiction of

**36-3329400**  
(IRS Employer

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incorporation or organization)

Identification No.)

**550 West Adams Street, Chicago, Illinois**  
(Address of principal executive offices)

**60661-3676**  
(Zip Code)

**Registrant's telephone number, including area code (312) 436-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) William J. Kelley Jr., Vice President and Controller and principal accounting officer of the Registrant, resigned effective March 30, 2012 to accept a position with another company.

**SIGNATURE**

Pursuant to the requirements of the Securities 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: March 16, 2012

By: /s/ Stanley L. Ferguson  
Stanley L. Ferguson,  
Executive Vice President and General Counsel