

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT

Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

(Mark one)

Annual Report pursuant to 15(d) of the Securities Exchange
Act of 1934 (Fee required)

For the fiscal year ended December 31, 1995.

OR

Transition report pursuant to Section 15(d) of the
Securities Exchange Act of 1934 (No fee required)

For the transition period from _____ to _____

Commission file number 1-8864.

A. Full title of the Plan:

USG CORPORATION INVESTMENT PLAN (Formerly USG
CORPORATION INVESTMENT PLAN FOR SALARIED EMPLOYEES)

B. Name of the issuer of the securities held pursuant to the
plan and the address of its principal executive office:

USG CORPORATION, 125 SOUTH FRANKLIN STREET, CHICAGO, ILLINOIS 60606

REQUIRED INFORMATION

Financial Statements:

Plan financial statements and schedules prepared in accordance
with the financial reporting requirements of ERISA attached
hereto, including a Consent of Independent Public Auditors with
respect to Form S-8 for 1995.

Pursuant to the requirements of the Securities and Exchange Act
of 1934, the members of the Pension and Investment Committee
administering the Plan have duly caused this annual report to be
signed by the undersigned thereunto duly authorized.

USG CORPORATION INVESTMENT PLAN

By: /s/ H.E. Pendexter

H. E. Pendexter, Jr.
Member of Pension and Investment
Committee

Date: March 29, 1996

USG CORPORATION
INVESTMENT PLAN

REPORT ON AUDITED
FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

YEARS ENDED DECEMBER 31, 1995 AND 1994

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INDEPENDENT AUDITORS' REPORT

PENSION AND INVESTMENT COMMITTEE
USG CORPORATION
CHICAGO, ILLINOIS

We have audited the accompanying statement of net assets available for plan benefits of the USG Corporation Investment Plan as of December 31, 1995 and 1994, and the related statement of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these statements based on our audits.

We conducted our audits in accordance with generally accepted auditing

standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 1995 and 1994, and the changes in net assets available for plan benefits for the years then ended in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of investments held at year end as of December 31, 1995, and reportable transactions for the year ended December 31, 1995, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are not a required part of the basic financial statements. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Hill, Taylor & Co.

February 23, 1996

USG CORPORATION INVESTMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1995 AND 1994

1995

	USG COMMON STOCK FUND	FIXED INCOME FUND	GOVERNMENT INVESTMENT FUND	EQUITY INDEX FUND	BALANCED FUND
ASSETS:					
Investments at Market	\$ 15,965,324	\$ 121,017,261	\$ 4,490,474	\$ 21,878,533	\$8,292,660
Receivables:					
Employer contributions receivable	---	5,506,150	---	---	---
Employee loans receivable	---	---	---	---	---
Employee contributions receivable	6,807	15,719	1,449	6,411	4,737
Interest and dividend receivable	98	215,820	20,761	2	27
Pending transactions from participants' elections for transfers between funds or forfeitures	---	---	---	956,988	852,825
Total Receivables	6,905	5,737,689	22,210	963,401	857,589
Total Assets	15,972,229	126,754,950	4,512,684	22,841,934	9,150,249
LIABILITIES:					
Pending transactions from participants' elections for transfers between funds or forfeitures	214,573	2,794,811	124,186	---	---
Total Liabilities	214,573	2,794,811	124,186	---	---

NET ASSETS AVAILABLE
FOR PLAN BENEFITS \$ 15,757,656 \$ 123,960,139 \$ 4,388,498 \$ 22,841,934 \$ 9,150,249

	GROWTH FUND	FORFEITURE CASH ACCOUNT	INVESTMENT PLAN LOANS	TOTAL
ASSETS:				
Investments at Market	\$ 11,173,418	\$ 56,911	\$ ---	\$ 182,874,581
Receivables:				
Employer contributions receivable	---	---	---	5,506,150
Employee loans receivable	---	---	5,447,027	5,447,027
Employee contributions receivable	6,863	---	---	41,986
Interest and dividend receivable	1	281	---	236,990
Pending transactions from participants' elections for transfers between funds or forfeitures				
	1,303,996	33,690	904,717	4,052,216
Total Receivables	1,310,860	33,971	6,351,744	15,284,369
Total Assets	12,484,278	90,882	6,351,744	198,158,950

LIABILITIES:

Pending transactions from participants' elections for transfers between funds or forfeitures				
	---	---	---	3,133,570
Total Liabilities	---	---	---	3,133,570
NET ASSETS AVAILABLE FOR PLAN BENEFITS				
	\$ 12,484,278	\$ 90,882	\$ 6,351,744	\$ 195,025,380

The accompanying notes to financial statements are an integral part of these statements.

USG CORPORATION INVESTMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1995 AND 1994

	1994				
	USG COMMON STOCK FUND	FIXED INCOME FUND	GOVERNMENT INVESTMENT FUND	EQUITY INDEX FUND	BALANCED FUND
ASSETS:					
Investments at Market	\$ 8,762,990	\$ 102,620,928	\$ 4,101,758	\$ 14,158,971	\$ 5,816,611
Receivables:					
Employer contributions receivable	---	14,000,000	---	---	---
Employee loans receivable	---	---	---	---	---
Interest and dividend receivable	86	63,856	18,139	23	16
Pending transactions from participants' elections for transfers between funds or forfeitures					
	238,879	---	30,870	17,811	3,722
Total Receivables	238,965	14,063,856	49,009	17,834	3,738

Total Assets	9,001,955	116,684,784	4,150,767	14,176,805	5,820,349
LIABILITIES:					
Benefits payable	45,801	1,694,367	108,221	156,119	43,648
Pending transactions from participants' elections for transfers between funds or forfeitures	---	137,691	---	108,836	5,231
Total Liabilities	45,801	1,832,058	108,221	264,955	48,879
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ 8,956,154	\$114,852,726	\$ 4,042,546	\$ 13,911,850	\$5,771,470

	GROWTH FUND	FORFEITURE CASH ACCOUNT	INVESTMENT PLAN LOANS	TOTAL
ASSETS:				
Investments at Market	\$ 6,058,221	\$ 29,121	\$ ---	\$ 141,548,600
Receivables:				
Employer contributions receivable	---	---	---	14,000,000
Employee loans receivable	---	---	5,240,156	5,240,156
Interest and dividend receivable	16	127	---	82,263
Pending transactions from participants' elections for transfers between funds or forfeitures	---	5,911	---	297,193
Total Receivables	16	6,038	5,240,156	19,619,612
Total Assets	6,058,237	35,159	5,240,156	161,168,212
LIABILITIES:				
Benefits payable	63,872	17,424	---	2,129,452
Pending transactions from participants' elections for transfers between funds or forfeitures	45,435	---	363,448	660,641
Total Liabilities	109,307	17,424	363,448	2,790,093
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$5,948,930	\$ 17,735	\$ 4,876,708	\$ 158,378,119

The accompanying notes to financial statements are an integral part of these statements.

USG CORPORATION INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEARS ENDED DECEMBER 31, 1995 AND 1994

1995

	USG COMMON STOCK FUND	FIXED INCOME FUND	GOVERNMENT INVESTMENT FUND	EQUITY INDEX FUND	BALANCED FUND
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ 8,956,154	\$ 114,852,726	\$ 4,042,546	\$ 13,911,850	\$ 5,771,470
ADD (DEDUCT):					
Corporation contributions	---	8,031,143	---	---	---

Employee contributions	1,926,937	8,776,541	553,605	2,152,522	1,277,618
	1,926,937	16,807,684	553,605	2,152,522	1,277,618
Income from investments:					
Dividend income	---	---	---	451,179	220,314
Interest income	2,411	7,209,145	248,810	315	486
Realized gain (loss) on sale of investments	(245,236)	---	---	175,248	206,491
Unrealized appreciation for the year	5,496,461	---	---	4,933,282	961,587
	5,253,636	7,209,145	248,810	5,560,024	1,388,878
Benefit payments and participant withdrawals	(342,218)	(8,469,035)	(259,936)	(760,126)	(201,243)
Participants' elections for transfers between funds	(71,044)	(4,924,839)	(208,328)	1,937,298	804,570
Withdrawals from funds due to loans	34,191	(1,515,542)	11,801	40,366	108,956
Net increase in assets during the year	6,801,502	9,107,413	345,952	8,930,084	3,378,779
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ 15,757,656	\$ 123,960,139	\$ 4,388,498	\$ 22,841,934	\$9,150,249

	GROWTH FUND	FORFEITURE CASH ACCOUNT	INVESTMENT PLAN LOANS	TOTAL
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ 5,948,930	\$ 17,735	\$ 4,876,708	\$158,378,119
ADD (DEDUCT):				
Corporation contributions	---	---	---	8,031,143
Employee contributions	1,757,974	---	---	16,445,197
	1,757,974	---	---	24,476,340
Income from investments:				
Dividend income	103,477	---	---	774,970
Interest income	250	2,120	439,088	7,902,625
Realized gain (loss) on sale of investments	379,254	---	---	515,757
Unrealized appreciation for the year	2,038,294	---	---	13,429,624
	2,521,275	2,120	439,088	22,622,976
Benefit payments and participant withdrawals	(222,736)	---	(196,761)	(10,452,055)
Participants' elections for transfers between funds	2,391,316	71,027	---	---
Withdrawals from funds due to loans	87,519	---	1,232,709	---
Net increase in assets during the year	6,535,348	73,147	1,475,036	36,647,261

NET ASSETS AVAILABLE

FOR PLAN BENEFITS,

end of year \$ 12,484,278 \$ 90,882 \$ 6,351,744 \$ 195,025,380

The accompanying notes to financial statements are an integral part of these statements.

USG CORPORATION INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEARS ENDED DECEMBER 31, 1995 AND 1994

1994

	USG COMMON STOCK FUND	FIXED INCOME FUND	GOVERNMENT INVESTMENT FUND	EQUITY INDEX FUND	BALANCED FUND
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ 9,243,132	\$ 98,756,106	\$ 4,169,471	\$ 12,800,852	\$ 3,430,348
ADD (DEDUCT):					
Corporation contributions	---	16,273,711	---	---	---
Employee contributions	1,499,307 1,499,307	7,911,878 24,185,589	537,884 537,884	2,017,850 2,017,850	1,084,472 1,084,472
Income from investments:					
Dividend income	---	---	---	391,793	184,263
Interest income	47,179	5,931,203	162,048	1,217	1,525
Realized gain (loss) on sale of investments	(584,641)	---	---	101,842	251,991
Unrealized depreciation for the year	(3,060,319) (3,597,781)	---	---	(308,121) 186,731	(372,372) 65,407
Benefit payments and participant withdrawals	(264,030)	(7,553,496)	(438,426)	(629,232)	(117,860)
Participants' elections for transfers between funds	2,144,303	(4,086,076)	(362,048)	(371,181)	1,412,268
Withdrawals from funds due to loans	(68,777)	(2,364,944)	(26,383)	(93,170)	(103,165)
Administrative expenses	---	(15,656)	---	---	---
Net increase (decrease) in assets during the year	(286,978)	16,096,620	(126,925)	1,110,998	2,341,122
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ 8,956,154	\$ 114,852,726	\$ 4,042,546	\$ 13,911,850	\$ 5,771,470
	GROWTH FUND	FORFEITURE CASH ACCOUNT	INVESTMENT PLAN LOANS	TOTAL	
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ 3,299,495	\$ 3,378	\$ 2,304,501	\$ 134,007,283	
ADD (DEDUCT):					
Corporation contributions	---	---	---	16,273,711	
Employee contributions	1,591,117 1,591,117	---	---	14,642,508 30,916,219	
Income from investments:					
Dividend income	89,396	---	---	665,452	
Interest income	1,050	1,774	131,660	6,277,656	
Realized gain (loss) on sale of investments	216,748	---	---	(14,060)	
Unrealized depreciation for the year	(407,334) (100,140)	---	---	(4,148,146) 2,780,902	
Benefit payments and participant withdrawals	(105,267)	(7,693)	(194,625)	(9,310,629)	

Participants' elections for transfers between funds	1,242,458	20,276	---	---
Withdrawals from funds due to loans	21,267	---	2,635,172	---
Administrative expenses	---	---	---	(15,656)
Net increase (decrease) in assets during the year	2,649,435	14,357	2,572,207	24,370,836
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ 5,948,930	\$ 17,735	\$ 4,876,708	\$ 158,378,119

The accompanying notes to financial statements are an integral part of these statements.

USG CORPORATION
INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1995 AND 1994

1. DESCRIPTION OF THE PLAN

The USG Corporation Investment Plan, also known as the USG Corporation Investment Plan for Salaried Employees prior to January 1, 1989 ("The Plan"), was approved by the stockholders of the Corporation on May 11, 1977, and became effective on July 1, 1977. On January 2, 1989, the Plan was amended and completely restated effective as of January 1, 1989 ("restated Plan"). The amendment and restatement incorporates all prior amendments to the Plan and makes changes to reflect the merger of the USG Corporation Savings Plan for Hourly Employees effective January 1, 1989, and to change the name of the Plan to the USG Corporation Investment Plan.

The Plan was established to provide a means for eligible hourly and salaried employees to participate in the earnings of the Corporation, to build a supplemental retirement fund and to provide additional disability and death benefits.

The Plan provides, among other things, that participants may contribute up to 9% of their annual compensation to the Plan during the year effective January 1, 1989, 15% from October 1, 1985 to December 31, 1988 and 12% prior to October 15, 1985. The amount of distributions to be made upon withdrawal from the Plan is dependent upon the participant's and the Corporation's contributions. The Plan requires completion of five years of credited service in order to be 100% vested in the Corporation contribution. Employee contributions are always 100% vested. In addition, the Plan contains provisions under which the entire amount credited to a participant's account is distributable upon a participant's retirement, disability, or death.

Employee contributions are invested by the Trustee in any one or a combination of six funds: (a) common stock of USG Corporation (USG Common Stock Fund), (b) United States Government obligations (Government Investment Fund), (c) other obligations providing a fixed rate of interest (Fixed Income Fund), (d) an equity index fund which provides investment results that are designed to correspond to the performance of publicly traded common stocks, as represented by the Standard & Poor's 500 Composite Stock Price Index (Equity Index Fund), (e) a balanced fund which invests in several broadly diversified asset classes, including domestic and foreign common stock and bonds, preferred stocks and cash (Balanced Fund), or (f) a growth fund which invests primarily in equity securities of large market capitalization companies with earnings that are expected to grow at an above-average rate, but

may be further diversified by investment of a small portion of the assets in domestic bonds, foreign common stocks and bonds, and cash (Growth Fund). Investment in the USG Common Stock Fund was suspended effective January 1, 1992, and was reopened July 1, 1993.

Participants may elect to have their contributions invested in 5% increments in any fund and can change their investment election each quarter. In order to change their investment options, transfer their prior accumulated account to another investment option, increase or decrease the percent of contributions, and to make requests for withdrawals, participants are required to provide notice by the 15th day of the last month of any quarter.

At December 31, 1995 and 1994, the Fixed Income Fund was primarily composed of an investment in group annuity contracts maintained by Provident Life Insurance Co., Metropolitan Life Insurance Co. and John Hancock Mutual Life Insurance Co. The Equity Index Fund was invested in the Vanguard Institutional Index Fund.

As of December 31, 1995 and 1994, the Balanced Fund was invested in the Fidelity Puritan Fund and the Growth Fund was invested in the IDS New Dimensions Fund.

Corporation contributions, whether made in cash or stock, are initially invested in the Fixed Income Fund. If the Trustee is unable to invest any contributions immediately, the funds are temporarily invested in collective investment funds and any earnings in the fund are credited to the participants' accounts.

The sixth amendment to the Plan was adopted in 1993 which provides that the Corporation makes formula matching contributions for each plan year commencing after December 31, 1992, if at least 80% of the consolidated earnings goal of the Corporation has been met for that plan year. The ninth amendment adopted by the Plan on January 1, 1996 makes further changes to the maximum Corporation quarterly matching contributions. For each calendar quarter commencing after December 31, 1993, the Corporation will also make quarterly matching contributions in an amount equal to 25% of each eligible participant's basic contributions made during that calendar quarter not in excess of 4% prior to January 1, 1996 and 6% effective January 1, 1996 as amended by the ninth amendment, of his or her earnings for that calendar quarter.

The sixth amendment also established a balanced fund and a growth fund which increased the investment options under the Plan to six. In addition, provisions for loans to participants were established by this amendment.

The Plan funds are administered under the terms of a Trust agreement with The Northern Trust Company. The Trust agreement provides, among other things, that the Trustee shall keep account of all investments, receipts and disbursements and other transactions and shall provide annually a report setting forth such transactions and the status of the funds at the end of the period.

The Plan is administered by the Pension and Investment Committee, which consists of three or more members appointed by the Board of Directors of USG Corporation.

Administrative expenses of the Plan, except for charges such as brokerage fees and expenses related to group annuity contracts, are paid by the Corporation.

At December 31, 1995 and 1994, there were approximately 10,723 and 10,188 participants in the Plan, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The amounts in the accompanying statements were accumulated from the reports of the Trustee (Note 1). The statements are prepared

on the accrual basis of accounting. Contributions to the Plan are made throughout the year and adjustments are made to the statements to accrue for the portion of annual contributions unpaid at year-end.

All investments of the Plan are valued at market. Unrealized appreciation (depreciation) of investments of the Plan represents the change between years in the difference between the market value and cost of the investments.

Realized gains or losses on the sale of investments are calculated based upon the historical average cost of the investments. Market value and cost are equal for the group annuity contract and short-term investments.

Metropolitan Life Insurance Co., Provident Life Insurance Co. and John Hancock Mutual Life Insurance Co. group annuity contracts earned guaranteed interest at rates varying from 5.66% to 7.20% at December 31, 1995. The rates for 1994 ranged from 5.75% to 7.76%. The Insurance contract earnings are calculated net of administrative fees.

For the USG Common Stock Fund, cost was \$54,917,273 and \$53,616,499 as of December 31, 1995 and 1994, respectively. For the Equity Index Fund, the amount by which market value exceeded cost was \$4,940,810 at December 31, 1995, and \$7,528 at December 31, 1994. For the Balanced Fund, market value exceeded cost by \$572,057 at December 31, 1995, and the market value was below cost by \$389,530 at December 31, 1994. For the Growth Fund, market value was \$1,553,811 above cost at December 31, 1995 and the market value was below cost by \$484,484 at December 31, 1994.

Pending transactions from participants' elections for transfers between funds represent the fourth quarter transfers between funds that were elected by participants but have not been executed by the Trustee before year-end as well as withdrawals from participants' accounts to make loans to them. In order to present the proper balance of net assets in each fund at year-end, a receivable and payable were used to record such pending transactions and the net amount of transfers in or out for each fund during the year was presented in participants' elections for transfers between funds on the accompanying statement of changes in net assets available for plan benefits.

3. TAX STATUS

The Plan, as amended and restated, effective January 1, 1989, meets the requirements of Section 401 (a) of the Internal Revenue Code and, accordingly, its income is exempt from Federal income tax under Section 501 (a). Employer contributions and the income of the Plan are not taxable to the participants until distributions are made.

4. EMPLOYER CONTRIBUTIONS

The Corporation will make a formula matching contribution with respect to each eligible participant only if at least 80% of the Corporation's consolidated earnings goal is met.

The Corporation formula matching contribution schedule was amended through the eighth amendment effective with the 1995 Plan year. Beginning January 1, 1995, each 1% increase in goal attainment from 80% to 100% of goal results in a corresponding 1.5% increase in the profit sharing match, starting at a 10% match with the attainment of 80% of earnings goal. Each 1% increase in goal attainment from 100% to 140% of goal will result in a 1% increase in the profit sharing match, starting from a 40% match with attainment of 100% of goal earnings. And each 1% increase in goal attainment above 140% results in a 2% increase in the profit sharing match, starting from 80% matching with attainment of 140% of goal earnings.

Employer contribution amounts forfeited by terminated employees are applied as a credit against future Corporate contributions or used to pay fees of the plan and are held in the Forfeiture Cash

Account.

5. DISTRIBUTION ON TERMINATION OF THE PLAN

In the event of any termination of the Plan, the account balances of all affected participants shall become non-forfeitable.

6. INVESTMENTS

The following is a summary of the Plan's investments as well as the net realized and unrealized appreciation (depreciation) for 1995 and 1994:

INVESTMENTS AT FAIR VALUE DETERMINED BY QUOTED MARKET PRICE:	DECEMBER 31, 1995		DECEMBER 31, 1994	
	FAIR VALUE	NET APPRECIATION (DEPRECIATION) IN FAIR VALUE	FAIR VALUE	NET APPRECIATION (DEPRECIATION) IN FAIR VALUE
USG Common Stock	\$15,913,830	\$ 5,251,225	\$ 8,762,813	\$ (3,644,960)
Vanguard Index Trust	21,879,768	5,108,530	14,105,363	(206,279)
Fidelity Puritan Fund	8,263,417	1,168,078	5,787,179	(120,381)
IDS New Dimension Fund	11,173,930	2,417,548	6,016,093	(190,586)
SUB-TOTAL	57,230,945	13,945,381	34,671,448	(4,162,206)
INVESTMENTS AT FAIR VALUE DETERMINED BY OTHER THAN QUOTED MARKET PRICE:				
Mortgages, Notes, Contracts	79,041,920	---	88,626,521	---
Collective Short-Term Investment Fund	46,601,716	---	18,250,631	---
SUB-TOTAL	125,643,636	---	106,877,152	---
TOTAL INVESTMENTS	\$182,874,581	\$ 13,945,381	\$141,548,600	\$ (4,162,206)

At December 31, 1995 and 1994, the following investments exceeded 5% of the net assets available for the Plan benefits:

	1995	1994
USG Corporation Common Stock	\$15,913,830	\$ 8,762,813
Metropolitan Life Insurance Company, GAC 13908	15,057,347	12,107,915

Metropolitan Life Insurance Company, GAC 12577	-	10,955,303
Provident Life Insurance Company, GAC 627-05701	22,233,313	20,809,915
John Hancock Mutual Life Insurance Company, GAC 8396	10,031,727	-
John Hancock Mutual Life Insurance Company, GAC 6317	31,719,533	44,753,388
Vanguard Index Trust	21,879,768	14,105,363
IDS New Dimension Fund	11,173,930	-
Collective Short Term Investment Fund	46,601,716	18,250,631

7. PARTICIPANT LOANS

Effective October 1, 1993, a participant can obtain a loan from the Plan. Under the Plan's loan provisions, the maximum loan allowable is one half of a participant's vested account balance or \$50,000, whichever is less. The minimum loan amount is \$1,000. Additional amounts can be taken in \$100 increments. The Plan restricts the participant to one outstanding loan at a time. The loan can be repaid by the participant over a five year period, or sooner, in full, with interest at the prime rate. Default on a loan by a participant will be treated as a hardship withdrawal and will be subject to IRS penalties.

SCHEDULE I

USG CORPORATION INVESTMENT PLAN

SCHEDULE OF INVESTMENTS HELD AT YEAR END DECEMBER 31, 1995

	PRINCIPAL AMOUNT/NUMBER OF SHARES	COST	FAIR VALUE
COMMON STOCK			
USG Corporation	530,461	\$ 54,917,273	\$ 15,913,830
Vanguard Index Trust	377,693	16,938,958	21,879,768
IDS New Dimension Fund	647,014	9,620,119	11,173,930
Fidelity Puritan Fund	485,798	7,691,360	8,263,417
TOTAL COMMON STOCKS		89,167,710	\$57,230,945
CONTRACTS			
Metropolitan Life Insurance Company, GAC 13908	\$15,057,347	15,057,347	15,057,347
Provident Life Insurance Company, GAC 627-05701	\$22,233,313	22,233,313	22,233,313
John Hancock Mutual Life Insurance Company, GAC 8396	\$10,031,727	10,031,727	10,031,727
John Hancock Mutual Life			

Insurance Company, GAC 6317	\$31,719,533	31,719,533	31,719,533
TOTAL CONTRACTS	\$79,041,920	79,041,920	79,041,920
SHORT-TERM INVESTMENTS			
Collective Government Short-Term Investment Fund	\$ 4,490,474	4,490,474	4,490,474
Collective Short-Term Investment Fund	\$42,111,242	42,111,242	42,111,242
TOTAL SHORT-TERM INVESTMENTS	\$46,601,716	\$ 46,601,716	\$ 46,601,716
TOTAL INVESTMENTS		\$214,811,346	\$182,874,581

SCHEDULE II

USG CORPORATION
INVESTMENT PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 1995

SERIES OF TRANSACTIONS IN THE SAME SECURITY:

DESCRIPTION OF SECURITY	TOTAL NUMBER OF PURCHASES	COST OF ASSET	TOTAL NUMBER OF SALES	CURRENT VALUE OF SALES
Collective Short-term Investment Fund	380	\$58,561,154	232	\$30,647,045
Metropolitan GAC #12577	7	423,483	1	11,378,786
John Hancock Mutual Life Insurance, GAC 8396	2	10,031,727	0	-
John Hancock Mutual Life Insurance, GAC 6317	12	2,147,826	4	15,181,680

CONSENT OF INDEPENDENT PUBLIC AUDITORS

WITH RESPECT TO FORM S-8

As independent public auditors, we hereby consent to the incorporation by reference of our report, dated February 23, 1996, appearing in the USG Corporation Investment Plan Annual Report on Form 11-K for the year ended December 31, 1995, into USG Corporation's previously filed Registration Statements No. 2-94787 and 33-9948 on Form S-8. It should be noted that we have not examined any financial statements of the Investment Plan subsequent to December 31, 1995, or performed any audit procedures subsequent to the date of our report.

/s/ Hill, Taylor & Co.

Chicago, Illinois
February 23, 1996