

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>HILZINGER MATTHEW F</u>  (Last) (First) (Middle) <u>C/O USG CORPORATION</u> <u>550 WEST ADAMS STREET</u>  (Street) <u>CHICAGO IL 60661</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>USG CORP [ USG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/13/2019</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2019		A		3,922 <sup>(1)(2)</sup>	A	\$0	57,334	D	
Common Stock	02/13/2019		F		1,150 <sup>(3)</sup>	D	\$43.17	56,184	D	
Common Stock	02/13/2019		M		8,018 <sup>(1)(4)</sup>	A	\$0	64,202	D	
Common Stock	02/13/2019		F		2,432 <sup>(5)</sup>	D	\$43.17	61,770	D	
Common Stock								36,175	I	See Footnote <sup>(6)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Market Share Units	(1)(4)	02/13/2019		M		5,345	(1)(4)	(1)(4)	Common Stock	(1)(4)	\$0	0	D	

**Explanation of Responses:**

- As previously disclosed, on November 8, 2018, the Board of Directors (the "Board") of USG Corporation (the "Company") approved the acceleration of the vesting of 90% of the Market Share Units and Performance Shares granted to the reporting person in 2016, as determined based on achievement of specified performance metrics, that were otherwise scheduled to vest between January 1, 2019 and March 30, 2019. Such accelerated Market Share Units and Performance Shares vested on December 26, 2018. The Board approved the accelerated vesting of such grants in order to mitigate the potential impact of Section 280G of the Internal Revenue Code of 1986, as amended, on the Company and the reporting person in connection with the pending merger of an indirect wholly-owned subsidiary of Gebr. Knauf KG with and into the Company. The transactions reported in this Form 4 represent the vesting of the remaining 10% of the Market Share Units and Performance Shares granted to the reporting person in 2016.
- These Performance Shares were granted on February 10, 2016. The Board certified performance of these Performance Shares on February 13, 2019.
- Shares withheld to satisfy tax withholding obligation with respect to Performance Shares that became earned.
- These Market Share Units were granted on February 10, 2016. The Board certified performance of these Market Share Units on February 13, 2019 and the Company issued to the reporting person 1.5 shares of the Company's common stock for the Market Share Units originally granted, based on the closing prices of shares of the Company's common stock on the New York Stock Exchange for the first fifteen trading days in January 2019.
- Shares withheld to satisfy tax withholding obligation with respect to Market Share Units that became earned.
- Shares are held by M&S Hilzinger Family, LP, a limited partnership of which the reporting person and his wife, through their ownership in M&S Hilzinger Family GP, LLC, are the sole general partners and of which the reporting person and his wife are the sole limited partners.

/s/ Jonathan Dorfman,  
Attorney-In-Fact

02/14/2019

\*\* Signature of Reporting Person    Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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