

SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM S-8  
 Registration Statement Under  
 the Securities Act of 1933

USG CORPORATION  
 (Exact Name of Registrant as Specified in its Charter)

DELAWARE 36-3329400  
 (State or Other Jurisdiction of (I.R.S. Employer  
 Incorporation or Organization) Identification No.)

125 SOUTH FRANKLIN STREET  
 CHICAGO, ILLINOIS 60606  
 (Address of Principal Executive Offices)

1995 LONG-TERM EQUITY PLAN  
 (Full Title of the Plan)

DEAN H. GOOSSEN Telephone number,  
 CORPORATE SECRETARY including area code,  
 USG CORPORATION of agent for service:  
 125 SOUTH FRANKLIN STREET (312) 606-4000  
 CHICAGO, ILLINOIS 60606  
 (Name and Address of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered<F1>,<F2>	Proposed Maximum Offering Price Per Share<F3>	Proposed Maximum Aggregate Offering Price<F3>	Amount of Registration Fee
Common Stock, par value \$.10 per share	900,000 Shares	\$28.8125	\$25,931,250	\$8,942

<FN>  
 <F1> An undetermined number of additional shares may be issued if the anti-dilution adjustment provisions of the plan become operative.

<F2> There is also registered hereunder an equal number of Preferred Share Purchase Rights, which initially will be attached to and transferable only with the Common Stock.

<F3> Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on December 21, 1995.

</FN>

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference into this Registration Statement:

(1) The Annual Report of USG Corporation (the "Company") on Form 10-K for the fiscal year ended December 31, 1994, which has heretofore been filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "1934 Act").

(2) The Company's Quarterly Reports on Form 10-Q for the fiscal quarterly periods ended March 31, June 30, and September 30, 1995, which have heretofore been filed by the Company with the Commission pursuant to the 1934 Act.

(3) All other reports filed by the Company and the Plan pursuant to Section 13(a) or 15(d) of the 1934 Act since December 31, 1994.

(4) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed with the Commission pursuant to Section 12 of the 1934 Act.

All documents subsequently filed by the Company and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by the registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the 1934 Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Reports.

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

The securities to be offered are registered under Section 12(b) of the 1934 Act.

Item 5. Interest of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law and Article Tenth of the Certificate of Incorporation of the Company provide for indemnification of directors and officers for expenses (including reasonable amounts paid in settlement) incurred in defending actions brought against them.

The Company maintains directors and officers liability insurance covering all directors and officers of the Company against claims arising out of the performance of their duties.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Reference is made to the Exhibit Index.

Item 9. Undertakings.

The registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended (the "Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) That, for the purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(4) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(5) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6 or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 26th day of December, 1995.

USG CORPORATION

By: /s/ Richard H. Fleming  
Richard H. Fleming  
Senior Vice President and  
Chief Financial Officer

Pursuant to the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 26th day of December, 1995.

Signature	Title
* Eugene B. Connolly	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
* William C. Foote	President, Chief Operating Officer and Director

/s/ Richard H. Fleming      Vice President and Chief Financial Officer  
Richard H. Fleming      (Principal Financial Officer)

/s/ Raymond T. Belz      Vice President and Controller  
Raymond T. Belz      (Principal Accounting Officer)

\*  
Robert L. Barnett      Director

\*  
Keith A. Brown      Director

\*  
W.H. Clark      Director

\*  
James C. Cotting      Director

\*  
Lawrence M. Crutcher      Director

\*  
David W. Fox      Director

\*  
Philip C. Jackson, Jr.      Director

\*  
Marvin E. Lesser      Director

\*  
John B. Schwemm      Director

\*  
Judith A. Sprieser      Director

\*By: /s/ Dean H. Goossen  
Dean H. Goossen  
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description
4.1	The Company's Restated Certificate of Incorporation, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K, dated May 7, 1993).
4.2	The Company's Amended and Restated By-Laws (incorporated herein by reference to Exhibit 3(b) of Amendment No. 1 to the Company's Registration Statement No. 33-61162 on Form S-1, dated June 16, 1993).
5*	Opinion (including consent) of McDermott, Will & Emery.
15*	Letter of Arthur Andersen LLP regarding unaudited interim financial information.
23.1*	Consent of Arthur Andersen LLP.
24*	Power of Attorney.

\*Filed herewith.

McDermott, Will & Emery

December 26, 1995

USG Corporation  
125 South Franklin Street  
Chicago, Illinois 60606-4678

Re: 900,000 Shares of Common Stock (.10 par value)  
and 900,000 Preferred Share Purchase Rights

Gentlemen:

We have acted as counsel for USG Corporation (the "Company") in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended, of 900,000 shares of the Company's Common Stock, .10 par value (the "Common Stock"), which may be issued pursuant to the Company's 1995 Long-Term Equity Plan (the "Plan") and 900,000 Preferred Share Purchase Rights which currently are attached to, and trade with, the Common Stock.

We have examined or considered:

1. A copy of the Company's Restated Certificate of Incorporation.
2. The By-Laws of the Company.
3. Telephonic confirmation of the Secretary of State of Delaware, as of a recent date, as to the good standing of the Company in that state.
4. Copies of resolutions duly adopted by the Board of Directors of the Company relating to the Plan.
5. A copy of the Plan.

In addition to the examination outlined above, we have conferred with various officers of the Company and have ascertained or verified, to our satisfaction, such additional facts as we deemed necessary or appropriate for the purposes of this opinion.

Based upon the foregoing, we are of the opinion that:

(a) The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.

(b) All legal and corporate proceedings necessary for the issuance of shares of Common Stock under the Plan have been duly taken, and the Common Stock, upon issuance pursuant to the terms of the Plan, and the Preferred Share Purchase Rights, will be duly authorized, legally and validly issued, fully paid and nonassessable.

We hereby consent to all references to our Firm in the Registration Statement and to the filing of this opinion by the company as an Exhibit to the Registration Statement.

Very truly yours,

/s/ McDermott, Will & Emery

McDermott, Will & Emery

WJQ/GML

December 21, 1995

USG Corporation  
125 South Franklin Street  
Chicago, Illinois 60660

We are aware that USG Corporation has incorporated by reference into its Form S-8 Registration Statement its Forms 10-Q for the quarters ended March 31, 1995, June 30, 1995, and September 30, 1995, which include our reports dated April 21, 1995, July 21, 1995, and October 18, 1995 covering the unaudited interim financial information contained therein. Pursuant to Regulation C of the Securities Act of 1933, those reports are not considered a part of the registration statement prepared or certified by our firm or reports prepared or certified by our firm within the meaning of Sections 7 and 11 of the Act.

Very Truly Yours,

/s/ Arthur Andersen LLP

Arthur Andersen LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated January 26, 1995 included in USG Corporation's Form 10-K for the year ended December 31, 1994, and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Chicago, Illinois,  
December 21, 1995



## POWER OF ATTORNEY

WHEREAS, the Board of Directors of USG Corporation (the "Corporation") has approved the filing of a Registration Statement on Form S-8 relating to shares of the Corporation's common stock issuable in connection with grant awards under the Corporation's 1995 Long-Term Equity Plan (the "Registration Statement");

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that each person whose name appears below constitutes and appoints Eugene B. Connolly, William C. Foote, and Dean H. Goossen and each of the, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement, and any or all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

This power of attorney has been signed as of the 8th day of November, 1995, by the following persons:

/s/ Eugene B. Connolly  
Eugene B. Connolly,  
Chairman of the Board and  
Chief Executive Officer, and Director

/s/ W.H. Clark  
W.H. Clark,  
Director

/s/ William C. Foote  
William C. Foote,  
President and Chief Operating  
Officer, and Director

/s/ James C. Cotting  
James c. Cotting,  
Director

/s/ Robert L. Barnett  
Robert L. Barnett,  
Director

/s/ Lawrence M. Crutcher  
Lawrence M. Crutcher,  
Director

/s/ Keith A. Brown  
Keith A. Brown,  
Director

/s/ David W. Fox  
David W. Fox,  
Director

/s/ Philip C. Jackson  
Philip C. Jackson,  
Director

/s/ John B. Schwemm  
John B. Schwemm,  
Director

/s/ Marvin E. Lesser  
Marvin E. Lesser,  
Director

/s/ Judith A. Sprieser  
Judith A. Sprieser,  
Director