

USG CORP

Form 5

February 14, 2003

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response...1.0

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940**

- ☐ Check box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).
- ☐ Form 3 Holdings Reported
- ☐ Form 4 Transactions Reported

1. Name and Address of Reporting Person* Foote, William C. <i>(Last) (First) (Middle)</i> USG Corporation 125 South Franklin Street <i>(Street)</i> Chicago, IL 60606 <i>(City) (State) (Zip)</i>	2. Issuer Name and Ticker or Trading Symbol USG Corporation (USG) 4. Statement for Month/Year 03/01/02 - 12/31/02 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) ☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) - 5. If Amendment, Date of Original (Month/Year) 7. Individual or Joint/Group Reporting (Check Applicable Line) ☒ Form filed by One Reporting Person ☐
--	--	--

Edgar Filing: USG CORP - Form 5

☐ Other (*specify below*)
Chairman, President & CEO

Form filed by More
than One Reporting
Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

or Beneficially Owned[illegible]

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)
---	--	---	---	-----------------------------------	---

(A) (D)

Nonqualified Stock Options

Performance-Based Restricted Stock

Restricted Stock

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
--	---	--	---	---	--

[illegible]

Explanation of Responses:

Table I, Item 5 - The transactions reported herein were the result of exempt activity through the USG Corporation Investment Plan. Further, the shares shown as directly held by the reporting person show an adjustment of 299 shares correcting for a typographical error. The adjustment was not a disposition.

/s/ Robert J. Burrell,
Attorney-In-Fact

February 14, 2003

Edgar Filing: USG CORP - Form 5

**Signature of Reporting
Person

Date

** 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 provided is insufficient, *see* Instruction 6 for procedure.

Page 4