

USG CORP  
Form 8-K  
February 06, 2012

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**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): February 6, 2012

**USG Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-8864

|   |  |
|---|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 36-3329400<br>(IRS Employer<br>Identification No.) |
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|  |                          |
|--|--------------------------|
| 550 West Adams Street, Chicago, Illinois<br>(Address of principal executive offices)<br>(312) 436-4000 | 60661-3676<br>(Zip Code) |
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Registrant's telephone number, including area code

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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))

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**Section 2 – Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On February 6, 2012, USG Corporation issued a press release containing earnings information for the quarter and fiscal year ended December 31, 2011. A copy of the press release is furnished as Exhibit 99.1 hereto.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit 99.1 – USG Corporation press release dated February 6, 2012.**

**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: February 6, 2012 By: /s/ Richard H. Fleming  
Richard H. Fleming,  
Executive Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No. Exhibit

99.1 USG Corporation press release dated February 6, 2012