

USG CORP  
Form POS AM  
August 15, 2006

As filed with the Securities and Exchange Commission on August 15, 2006

Registration No. 333-132203

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**Securities and Exchange Commission**

**Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-1**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**USG CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3275**  
(Primary Standard Industrial  
Classification Code Number)

**36-3329400**  
(I.R.S. Employer  
Identification Number)

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**125 South Franklin Street**  
**Chicago, Illinois 60606-4678**

**(312) 606-4000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Ellis A. Regenbogen**

**Assistant Secretary and Associate General Counsel**

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**125 South Franklin Street**

**Chicago, Illinois 60606-4678**

**(312) 606-4000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*With a copy to:*

**Timothy J. Melton**

**Jones Day**

**77 West Wacker**

**Chicago, Illinois 60601-1692**

**(312) 782-3939**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_

**DEREGISTRATION OF SECURITIES**

USG Corporation (the Registrant ) filed with the Securities and Exchange Commission a registration statement on Form S-1, as amended (Registration No. 333-132203) (the Registration Statement ), registering 38,742,221 rights to purchase common stock, par value \$0.10 per share, of the Registrant (the Rights ) and the 38,742,221 shares of common stock issuable upon exercise of the Rights. All unexercised Rights expired on July 27, 2006. Pursuant to the undertaking contained in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister the 318,985 Rights that were not distributed and the 788,259 shares of common stock that would have been issuable upon exercise of those Rights and the additional 469,274 Rights that were distributed by the Registrant but not exercised.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, State of Illinois on this 15th day of August, 2006.

**USG CORPORATION**

By: /s/ Richard H. Fleming  
Richard H. Fleming

Executive Vice President and  
Chief Financial Officer

Signature	Title	Date
*	Chairman and Chief Executive Officer (Principal Executive Officer)	August 15, 2006
William C. Foote		
/s/ Richard H. Fleming	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 15, 2006
Richard H. Fleming		
/s/ D. Rick Lowes	Vice President and Controller (Principal Accounting Officer)	August 15, 2006
D. Rick Lowes		
*	Director	August 15, 2006
Robert L. Barnett		
*	Director	August 15, 2006
Keith A. Brown		
*	Director	August 15, 2006
James C. Cotting		
*	Director	August 15, 2006
Lawrence M. Crutcher		
*	Director	August 15, 2006
W. Douglas Ford		
*	Director	August 15, 2006
David W. Fox		

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*	Director	August 15, 2006
Valerie B. Jarrett		
*	Director	August 15, 2006
Steven F. Leer		
*	Director	August 15, 2006
Marvin E. Lesser		
*	Director	August 15, 2006
John B. Schwemm		
*	Director	August 15, 2006
Judith A. Sprieser		

\* The undersigned by signing his name hereunto has hereby signed this registration statement on behalf of the above-named officers and directors on August 15, 2006, pursuant to a power of attorney executed on behalf of each such officer and director and filed with the Securities and Exchange Commission as Exhibit 24.1 to the Registration Statement.

By: /s/ Richard H. Fleming  
Richard H. Fleming

Attorney-in-Fact