

FERGUSON STANLEY L
Form 5
February 14, 2003

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

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☐ Other (*specify below*)

Senior Vice President

Form filed by More
than One Reporting
Person

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

Nonqualified Stock
Options

Performance-Based Restricted Stock	
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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:

The transactions reported herein were the result of exempt activity through the USG Corporation Investment Plan.

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

February 14, 2003

Date _____

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**Signature of Reporting
Person

** 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.

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