

BUFFETT WARREN E  
Form SC 13D/A  
August 24, 2006

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D/A**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(a)**

**(Amendment No. 3)**

USG CORPORATION

---

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE

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(Title of Class of Securities)

903293 40 5

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(CUSIP Number)

MARC D. HAMBURG

BERKSHIRE HATHAWAY INC.

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1440 KIEWIT PLAZA

OMAHA, NEBRASKA 68131

(402) 346-1400

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 22, 2006

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(Date of Event Which Requires Filing of this Statement)

If the person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. citizen

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 (see Item 5)

OWNED BY

EACH

8 SHARED VOTING POWER

REPORTING

PERSON

15,959,292 (see Item 5)

WITH

9 SOLE DISPOSITIVE POWER

0 (see Item 5)

10 SHARED DISPOSITIVE POWER

15,959,292 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,959,292 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.8% (see Item 5)

14 TYPE OF REPORTING PERSON\*

IN, HC

\* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY

EACH

8 SHARED VOTING POWER

REPORTING

PERSON

15,959,292 (see Item 5)

WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

15,959,292 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,959,292 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.8% (see Item 5)

14 TYPE OF REPORTING PERSON\*

HC, CO

\* See instructions before filling out!

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

OBH, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware corporation

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY

EACH

8 SHARED VOTING POWER

REPORTING

PERSON

15,959,292 (see Item 5)

WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

15,959,292 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,959,292 (see Item 5)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.8% (see Item 5)

14 TYPE OF REPORTING PERSON\*

HC, CO

\* See instructions before filling out!



1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nebraska corporation

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY

EACH

8 SHARED VOTING POWER

REPORTING

PERSON

15,959,292 (see Item 5)

WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

15,959,292 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,959,292 (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.8% (see Item 5)

14 TYPE OF REPORTING PERSON\*

IC, CO

\* See instructions before filling out!

**Item 3 of this 13D is hereby amended to add the following:**

The shares reported in Amendment No. 3 to this Schedule 13D were acquired in open market purchases using internally generated funds of NICO for a total cost of \$50,515,398.49. No funds or consideration were borrowed or obtained for purposes of acquiring the Shares.

**The first sentence of Item 5(a) of this 13D is amended to read as follows:**

NICO is the holder of the Shares, which, to the knowledge of the Reporting Persons, constitute approximately 17.8% of USG's outstanding Common Stock.

**Item 5(c) of this 13D is amended to read as follows:**

From August 10, 2006 through August 22, 2006, NICO acquired 1,099,418 shares of USG Common Stock through open market purchases. The dates and prices at which those shares were purchased are as follows:

<b>Date Purchased</b>	<b>Shares Acquired</b>	<b>Price Per Share</b>
08/10/2006	118,500	\$46.01
08/11/2006	23,500	\$46.03
08/21/2006	567,218	\$45.92
08/22/2006	390,200	\$45.97

No other Reporting Person acquired any shares of USG Common Stock since the filing of the most recent amendment to this Schedule 13D.

CUSIP NO. 903293 40 5

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement on Schedule 13D is true, complete, and correct.

Dated: August 24, 2006

**WARREN E. BUFFETT**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg

Title: Attorney-in-Fact

**BERKSHIRE HATHAWAY INC.**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg

Title: Vice President

**OBH, INC.**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg

Title: Vice President

**NATIONAL INDEMNITY COMPANY**

By: /s/ MARC D. HAMBURG

Name: Marc D. Hamburg

Title: Attorney-in-Fact