

USG CORP  
Form 11-K  
June 22, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 11-K**

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS  
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(Mark one)

**Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2011.**

Or

**Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934  
For the transition period from            to**

**Commission file number: 1-8864.**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**USG CORPORATION INVESTMENT PLAN**

**(formerly USG CORPORATION INVESTMENT PLAN FOR SALARIED EMPLOYEES)**

B. Name of issuer of the securities held pursuant to the plan and address of its principal executive office:

**USG CORPORATION,**

**550 WEST ADAMS STREET,**

**CHICAGO, ILLINOIS 60661-3676**

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**REQUIRED INFORMATION**

Plan financial statements and schedule prepared in accordance with the financial reporting requirements of ERISA are furnished herewith as Exhibit 99.1 and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the USG Corporation Pension and Investment Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

USG Corporation Investment Plan  
(Name of Plan)

By: /s/ Brian Cook  
Brian Cook  
Member, USG Corporation Pension and  
Investment Committee

Date: June 22, 2012

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b><u>Exhibit</u></b>
23.1	Consent of Independent Registered Public Accounting Firm, Plante & Moran, PLLC
23.2	Consent of Independent Registered Public Accounting Firm, Mitchell & Titus, LLP
99.1	USG Corporation Investment Plan Report on Audited Financial Statements and Supplemental Schedule for the Years Ended December 31, 2011 and 2010