

USG CORP
Form 8-K
February 21, 2006

**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 17, 2006.
USG Corporation

(Exact name of registrant as specified in its charter)
Commission File Number: 1-8864

Delaware 36-3329400

(State or other jurisdiction of
incorporation or organization) (IRS Employer
Identification No.)

125 South Franklin Street, Chicago, Illinois 60606-4678

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (312) 606-4000

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 13c-4(c) under the Exchange Act (17 CFR 240.13c-4(c))
-

Item 2.02 Results of Operations and Financial Condition.

On February 17, 2006, USG Corporation issued a press release announcing it has filed its Plan of Reorganization and an accompanying Disclosure Statement in connection with its plan to emerge from Chapter 11 later this year. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities and 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 21, 2006

By: /s/ Stanley L. Ferguson
Stanley L. Ferguson,
Executive Vice President
and General Counsel

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|-------------|--|
| 99.1 | USG Corporation press release dated February 17, 2006. |