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

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**Section 2 – Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On July 25, 2012, USG Corporation issued a press release containing earnings information for the quarter and six months ended June 30, 2012. A copy of the press release is furnished as Exhibit 99.1 hereto. As previously announced, a conference call and webcast to discuss second quarter 2012 results will be held on July 25, 2012. A copy of the slides to be presented as part of the webcast is furnished as Exhibit 99.2 hereto.

The information contained in this report, including the Exhibits hereto, shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended, and it shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit 99.1 – USG Corporation press release dated July 25, 2012.**

**Exhibit 99.2 – USG Corporation presentation slides dated July 25, 2012.**

**SIGNATURE**

Pursuant to the requirements of the Securities 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: July 25, 2012 By: /s/ Matthew F. Hilzinger  
Matthew F. Hilzinger,  
Executive Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

| Exhibit No. | Exhibit   |
|-------------|---|
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