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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 15**

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**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-08864

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**USG CORPORATION**

(Exact name of registrant as specified in its charter)

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550 West Adams Street,  
Chicago, Illinois 60661-3676  
(312) 436-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock, \$0.10 Par Value  
Preferred Stock Purchase Rights**  
(Title of each class of securities covered by this Form)

**None**  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provisions(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

**Common Stock, \$0.10 Par Value – 1 holder  
Preferred Stock Purchase Rights – 0 holders**

Pursuant to the requirements of the Securities Exchange Act of 1934, USG Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 6, 2019

By: /s/ Mary A. Martin  
Name: Mary A. Martin  
Title: Senior Vice President, General Counsel and Secretary

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