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USG CORP
Form 8-K
February 21, 2003

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 21, 2003.

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)

(I.R.S. 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

ITEM 5. OTHER EVENTS

On February 19, 2003, the Honorable Alfred M. Wolin entered a Memorandum Opinion and Order (hereinafter the "Memorandum and Order") in the United States Bankruptcy Court proceeding captioned "In re: USG Corporation, a Delaware Corporation, et al," Case No. 01-2094 (RJN), pending in the United States Bankruptcy Court for the District of Delaware. A copy of the Memorandum and Order is attached hereto as Exhibit 99.2 and is incorporated herein by reference into this Item 5 report on Form 8-K as if fully set forth herein.

Exhibit

99.1 USG Corporation press release dated February 21, 2003.

99.2 Memorandum and Order dated February 19, 2003.

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SIGNATURES

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, 2003

By: /s/ Stanley L. Ferguson

Stanley L. Ferguson, Senior Vice
President and General Counsel

Exhibit Index

Exhibit No.

Exhibit

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| 99.1 | USG Corporation press release dated February 21, 2003. |
| 99.2 | Memorandum and Order dated February 19, 2003. |