

FLEMING RICHARD H  
Form 5  
February 14, 2003

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| OMB APPROVAL   |
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(h) of the Investment Company Act of 1940**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

|   |  |  |
|---|--|--|
| <p><b>1. Name and Address of Reporting Person*</b></p> <p>Fleming, Richard H.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> | <p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>USG Corporation (USG)</p> <hr/>   | <p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <p>-</p> <hr/>   |
| <p>USG Corporation<br/>125 South Franklin Street</p> <hr/> <p><i>(Street)</i></p>   | <p><b>4. Statement for Month/Year</b></p> <p>03/01/02 - 12/31/02</p> <hr/>   | <p><b>5. If Amendment, Date of Original (Month/Year)</b></p> <hr/>   |
| <p>Chicago, IL 60606</p> <hr/> <p><i>(City) (State) (Zip)</i></p>   | <p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input type="radio"/> Director    <input type="radio"/> 10% Owner</p> <p><input checked="" type="radio"/> Officer <i>(give title below)</i></p> | <p><b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/></p> |

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Other (*specify below*)  
Executive Vice President  

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Form filed by More  
than One Reporting  
Person

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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br><i>(Instr. 3)</i> | 2. Transaction Date<br><i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 3. Transaction Code<br><i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year<br><i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I)<br><i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership<br><i>(Instr. 4)</i> |
|---|--|--|--|---|--|--|---|
|---|--|--|--|---|--|--|---|

(A)  
or  
Amount (D) Price

|               |  |  |  |  |        |   |  |
|---------------|--|--|--|--|--------|---|--|
| Common stock. |  |  |  |  | 27,278 | D |  |
|---------------|--|--|--|--|--------|---|--|

|                        |            |   |   |       |   |        |          |   |
|------------------------|------------|---|---|-------|---|--------|----------|---|
| Common stock (401(k)). | See above. | - | D | .8060 | D | \$6.22 | 835.2402 | D |
|------------------------|------------|---|---|-------|---|--------|----------|---|

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security<br><i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br><i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 4. Transaction Code<br><i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> |     |
|--|--|--|--|--|--|-----|
|  |  |  |  |  | (A)  | (D) |
| Nonqualified Stock Options                           |  |  |  |  |  |     |
| Performance-Based Restricted Stock                   |  |  |  |  |  |     |
| Restricted Stock                                     |  |  |  |  |  |     |
|  |  |  |  |  |  |     |
|  |  |  |  |  |  |     |
|  |  |  |  |  |  |     |
|  |  |  |  |  |  |     |



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\*\*Signature of Reporting  
Person

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.  
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