

USG CORP  
Form 8-K  
May 18, 2004

**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) May 18, 2004.

**USG Corporation**

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(Exact name of registrant as specified in its charter)

Commission File Number: 1-8864

Delaware

36-3329400

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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

125 South Franklin Street, Chicago, Illinois

60606-4678

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(Address of principal executive offices)

(Zip Code)

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

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**Item 5. Other Events**

USG Corporation's (NYSE: USG) board of directors approved amendments to the USG Corporation By-laws on Wednesday, May 12, 2004. The amended By-laws will be available through the USG Corporation website (www.usg.com) in the near future and are scheduled to be filed as an exhibit to the Corporation's upcoming report on Form 10-Q for the quarter ended June 30, 2004.

**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: May 18, 2004

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