

WATSA V PREM ET AL  
Form 4  
February 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FAIRFAX FINANCIAL HOLDINGS LTD/ CAN**

(Last) (First) (Middle)

**95 WELLINGTON STREET WEST, SUITE 800**

(Street)

**TORONTO, ONTARIO, CANADA, M5J 2N7**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**USG CORP [USG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/23/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_\_\_X\_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount	(D) Price		
Common Stock, \$0.10 par value ("Common Shares")	08/23/2012		S	1,000,000	D \$ 19.975	5,794,000	I See Footnote (1)
Common Shares	08/24/2012		S	1,713,700	D \$ 20.631	4,080,300	I See Footnote (1)
Common Shares	08/27/2012		S	645,500	D \$ 20.618	3,434,800	I See Footnote

Common Shares	08/28/2012	S	878,623	D	\$ 20.377	2,556,177	I	(1) See Footnote (1)
Common Shares	08/29/2012	S	639,000	D	\$ 20.472	1,917,177	I	(1) See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA M5J 2N7		X		
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, CANADA M5J 2N7		X		
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800		X		

TORONTO, ONTARIO, CANADA M5J 2N7

SIXTY TWO INVESTMENT CO LTD  
 1600 CATHEDRAL PLACE  
 925 WEST GEORGIA ST. X  
 VANCOUVER, BC, CANADA V6C 3L3

810679 ONTARIO LTD  
 95 WELLINGTON STREET WEST X  
 SUITE 800  
 TORONTO, ONTARIO, CANADA M5J 2N7

ODYSSEY REINSURANCE CO  
 300 FIRST STAMFORD PLACE X  
 STAMFORD, CT 06902

UNITED STATES FIRE INSURANCE CO  
 305 MADISON AVENUE X  
 MORRISTOWN, NJ 07962

## Signatures

/s/ Paul Rivett, Vice President, Operations	02/13/2013
__Signature of Reporting Person	Date
/s/ V. Prem Watsa	02/13/2013
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	02/13/2013
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	02/13/2013
__Signature of Reporting Person	Date
/s/ V. Prem Watsa, President	02/13/2013
__Signature of Reporting Person	Date
/s/ Kirk M. Reische, Vice President	02/13/2013
__Signature of Reporting Person	Date
/s/ Paul W. Bassaline, Vice President and Contoller	02/13/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

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

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

The Common Shares are held by certain subsidiaries of Fairfax Financial Holdings Limited ("Fairfax") as well as by the pension plans of  
 (1) certain subsidiaries of Fairfax, including, immediately following the transactions reported herein, 579,800 Common Shares held by United States Fire Insurance Company and 1,254,477 Common Shares held by Odyssey Reinsurance Company.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.