

UNITED STATES STEEL CORP

Form 4

March 02, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Matthews Douglas R

(Last) (First) (Middle)

600 GRANT STREET, 61ST
FLOOR

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
UNITED STATES STEEL CORP
[X]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP - N American Flat-Rolled

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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 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)
Common Stock	02/28/2017		A	(A) or (D) Amount (1) 22,845	\$ 0	80,260	D
Common Stock	02/28/2017		F	(2) 7,223	\$ 39.27	73,037	D
Common Stock	02/28/2017		A	(3) 5,680	\$ 0	78,717	D
Common Stock					7,098.07	I	By 401(k) plan

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

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(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. Amount or Number of Shares
				Code	V	(A)	(D)	
Common Stock Option	\$ 39.27	02/28/2017		A		12,170	<u>(4)</u> 02/28/2027 Common Stock	12,170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matthews Douglas R 600 GRANT STREET, 61ST FLOOR PITTSBURGH, PA 15219			Sr VP - N American Flat-Rolled	

Signatures

/s/ Arden T. Phillips by power of
attorney

03/02/2017

__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).

- This line represents performance-based restricted stock units (RSUs) that were granted on February 25, 2014 and vested on February 28, 2017. Performance awards vest depending upon the performance of U. S. Steel's common stock performance vs. that of a peer group over a three-year period.
- (1) This line reflects the tax withholding on the vesting of performance based restricted stock units (RSUs) that were granted on February 25, 2014.
- (2) This line reflects the grant of RSUs. RSUs vest ratably over three years, one-third on each of the first, second and third grant date anniversaries. RSUs are payable in stock only.
- (3) This line reflects the grant of stock options to purchase U. S. Steel common stock. Option grants vest ratably over three years, one-third on each of the first, second and third grant date anniversaries.
- (4)

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

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