

UNITED STATES STEEL CORP

Form 4

February 23, 2017

FORM 4UNITED 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 *
BURRITT DAVID B

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
600 GRANT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Exec. VP and CFO

PITTSBURGH, PA 15219

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

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

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	02/21/2017		M ⁽¹⁾		152,810	A	\$ 25 288,482
Common Stock	02/21/2017		S		152,810	D	\$ 40.87 135,672
Common Stock	02/21/2017		M		33,560	A	\$ 24.285 169,232
Common Stock	02/21/2017		S		33,560	D	\$ 40.87 ⁽²⁾ 135,672
Common Stock	02/21/2017		M		18,260	A	\$ 24.78 153,932

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Common Stock	02/21/2017	S	18,260	D	\$ 40.87 (2)	135,672	D	
Common Stock						6,653.769	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Share
Common Stock Option	\$ 25	02/21/2017		M	152,810	09/03/2016 09/03/2023	Common Stock 152,
Common Stock Option	\$ 24.285	02/21/2017		M	33,560	05/27/2016 ⁽³⁾ 05/27/2024	Common Stock 33,
Common Stock Option	\$ 24.78	02/21/2017		M	18,260	02/24/2016 ⁽³⁾ 02/24/2025	Common Stock 18,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BURRITT DAVID B 600 GRANT STREET PITTSBURGH, PA 15219	Exec. VP and CFO

Signatures

/s/ Arden T. Phillips by power of
attorney

02/23/2017

**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).

(1) The transactions reported in this Form 4 were completed pursuant to the terms of a 10b5-1 plan.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging in price from \$40.87 to \$40.895, inclusive. The reporting person undertakes to provide to United States Steel Corporation, any security holder of United States Steel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Option grant vests ratably over three years, one-third on each of the first, second and third grant date anniversaries.

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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