

UNITED STATES STEEL CORP
Form 4
December 09, 2016

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

OMB APPROVAL

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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 *
Filho Mario Longhi

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, 61ST FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

PITTSBURGH, PA 15219

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/07/2016		M		53,450	A	\$ 25
							369,686
Common Stock	12/07/2016		S		53,450	D	\$ 36.18
							(1)
Common Stock	12/07/2016		M		58,100	A	\$ 24.78
							374,336
Common Stock	12/07/2016		S		58,100	D	\$ 37.02
							(2)
							316,236

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Common Stock	9,196	I	By Trust
Common Stock	4,586.861	I	By 401(k)

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Common Stock Option	\$ 25	12/07/2016		M ⁽³⁾	53,450	05/28/2016 ⁽⁴⁾ 05/28/2023	Common Stock	53,450
Common Stock Option	\$ 24.78	12/07/2016		M	58,100	02/24/2016 ⁽⁵⁾ 02/24/2025	Common Stock	58,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Filho Mario Longhi 600 GRANT STREET, 61ST FLOOR PITTSBURGH, PA 15219	X		President & CEO	

Signatures

/s/ Arden T. Phillips by Power of Attorney
12/09/2016
**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.18 to 36.20, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in footnotes 1 and 2.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.18 to 36.20, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in footnotes 1 and 2.
 - (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging in price from \$37.00 to \$37.03, inclusive.
 - (3) The options reported in Table II were exercised pursuant to the terms of a 10b5-1 trading plan.
 - (4) The options vest in three equal installments on May 28, 2014, 2015 and 2016.
 - (5) The options vest in three equal installments on Feb. 24, 2016, 2017 and 2018.

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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