

Fruehauf Richard
Form 4
December 05, 2017

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 *
Fruehauf Richard

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)
12/01/2017

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Deputy Gen Counsel - Corporate

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 12/01/2017 | | M | V | 3,186 | \$ 24.78 | 7,960 | D |
| Common Stock | 12/01/2017 | | S ⁽¹⁾ | | 3,186 | \$ 30 | 4,774 | D |
| Common Stock | 12/01/2017 | | M | V | 2,773 | \$ 14.78 | 7,547 | D |
| Common Stock | 12/01/2017 | | S ⁽¹⁾ | | 2,773 | \$ 30 | 4,774 | D |
| Common Stock | | | | | | | 357.906 | I |
| | | | | | | | | By 401(k) plan |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Option | \$ 24.78 | 12/01/2017 | | M | 3,186 | 02/24/2017 ⁽²⁾ 02/24/2025 | Common Stock | 3,186 |
| Common Stock Option | \$ 14.78 | 12/01/2017 | | M | 2,773 | 05/31/2017 ⁽²⁾ 05/31/2026 | Common Stock | 2,773 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fruehauf Richard 600 GRANT STREET PITTSBURGH, PA 15219 | | | Deputy Gen Counsel - Corporate | |

Signatures

/s/ Megan Roby, by Power of Attorney
12/05/2017

**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 trading plan.
- (2) 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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