

UNITED STATES STEEL CORP
Form 4
November 12, 2014

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 *
Williams Michael S

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)
11/07/2014

____ Director
 Officer (give title below) Sr VP-Strategic Plan & Bus Dev
____ 10% Owner
____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| United States Steel Corporation Common Stock | 11/07/2014 | | M | | 14,947 A \$ 29.805 | 61,028 | D |
| United States Steel Corporation Common Stock | 11/07/2014 | | M | | 20,760 A \$ 22.305 | 81,788 | D |
| | 11/07/2014 | | M | | 9,100 A \$ 25 | 90,888 | D |

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| | | | | | | | | | |
|--|------------|---|--------|---|-----------|----------|---|--|----------------|
| United States Steel Corporation Common Stock | | | | | | | | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 15,297 | D | \$ 37.38 | 75,591 | D | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 5,000 | D | \$ 37.384 | 70,591 | D | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 9,100 | D | \$ 37.385 | 61,491 | D | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 1,047 | D | \$ 37.39 | 60,444 | D | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 8,178 | D | \$ 37.395 | 52,266 | D | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 1,185 | D | \$ 37.41 | 51,081 | D | | |
| United States Steel Corporation Common Stock | 11/07/2014 | S | 5,000 | D | \$ 37.414 | 46,081 | D | | |
| United States Steel Corporation Common Stock | | | | | | 2,366.88 | 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.

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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option <u>(1)</u> | \$ 29.805 | 11/07/2014 | | M | 14,947 | <u>(2)</u> 05/26/2019 | Common Stock | 14,947 |
| Stock Option <u>(1)</u> | \$ 22.305 | 11/07/2014 | | M | 20,760 | <u>(2)</u> 05/29/2022 | Common Stock | 20,760 |
| Stock Option <u>(1)</u> | \$ 25 | 11/07/2014 | | M | 9,100 | <u>(2)</u> 05/28/2023 | Common Stock | 9,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Michael S 600 GRANT STREET, 61ST FLOOR PITTSBURGH, PA 15219 | | | Sr VP-Strategic Plan & Bus Dev | |

Signatures

/s/ Arden T. Phillips by Power of Attorney
 11/11/2014
 **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) United States Steel Corporation Common Stock

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(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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