

UNITED STATES STEEL CORP
 Form 4
 June 01, 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 *
 Matthews Douglas R

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)
 05/27/2016

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

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/27/2016		F ⁽¹⁾	964 D	\$ 14.62	43,017	D
Common Stock	05/28/2016		F ⁽²⁾	1,197 D	\$ 14.78	41,820	D
Common Stock	05/31/2016		A ⁽³⁾	12,290 A	\$ 0	54,110	D
Common Stock	05/31/2016		A ⁽⁴⁾	6,261 A	\$ 0	60,371	D
Common Stock	05/31/2016		F ⁽⁵⁾	1,972 D	\$ 14.78	58,399	D

Common Stock 6,896.622 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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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	\$ 14.78	05/31/2016		A	29,090	<u>(6)</u> 05/31/2026	Common Stock	29,090

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 06/01/2016
 **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).
- (1) This line reflects the tax withholding on the vesting of restricted stock units (RSUs) that were granted on May 27, 2014. RSUs vest ratably over a three year period.
- (2) This line reflects the tax withholding on the vesting of restricted stock units (RSUs) that were granted on May 28, 2013. RSUs vest ratably over a three year period.
- (3) This line reflects the grant of restricted stock units (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.

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- (4) This line represents performance-based RSUs that were granted on May 28, 2013 and vested on May 31, 2016. Performance awards vest depending upon the performance of U. S. Steel's common stock vs. that of a peer group over a three-year period.
- (5) This line reflects the tax withholding on the vesting of performance based restricted stock units (RSUs) that were granted on May 28, 2013.
- (6) 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.

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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