

Fruehauf Richard
Form 3
November 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fruehauf Richard | | (Month/Day/Year) | UNITED STATES STEEL CORP [X] | |
| (Last) | (First) | (Middle) | 11/07/2017 | |
| 600 GRANT STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PITTSBURGH,Â PAÂ 15219 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Deputy Gen. Counsel-Corporate | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|--|--|
| Common Stock | 4,774 ⁽¹⁾ | D | Â |
| Common Stock | 337.34 | I | By 401(k) |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Fruehauf Richard - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------|---------------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Common Stock Option | 02/24/2016 ⁽²⁾ | 02/24/2025 | Common Stock | 4,780 | \$ 24.78 | D | Â |
| Common Stock Option | 05/31/2017 ⁽²⁾ | 05/31/2026 | Common Stock | 8,320 | \$ 14.78 | D | Â |
| Common Stock Option | 02/28/2018 ⁽²⁾ | 02/28/2027 | Common Stock | 3,810 | \$ 39.27 | D | Â |
| Phantom Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 22.872 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

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

Signatures

/s/ Scotland M. Duncan, Attorney-in-Fact for Richard Fruehauf

11/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 amount includes restricted stock units (RSUs) which vest ratably over three years, one-third on each of the first, second and third grant date anniversaries. RSUs are payable in stock only.
- (2) This line reflects the grant of stock options to purchase United States Steel Corporation common stock. Option grants vest ratably over three years, one-third on each of the first, second and third grant date anniversaries.
- (3) The reported phantom stock units were acquired under the United States Steel Corporation Supplemental Thrift Program and are to be settled in cash upon the reporting person's retirement or other termination of service.
- (4) Each phantom stock unit is the economic equivalent of one share of United States Steel Corporation common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.