**NUCOR CORP** Form 4 June 02, 2006

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and AcRUTKOWS	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol NUCOR CORP [NUE]	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(Einst)	(Middle)	• •	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
2100 REXFORD ROAD			(Month/Day/Year) 06/01/2006	Officer (give title Other (spec below) below)  EXECUTIVE VICE PRESIDENT			
	(Street)		4. If Amendment, Date Original 6. Individual or Joint/Group F				
CHARLOT	ΓE, NC 282	11-	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ad	equired, Disposed of, or Beneficially Owner			
1 TP'41 C	2 T	- D-4- 24 D-		5 A			

(City)	(State) (2	Table	I - Non-De	erivative Se	ecurit	ies Acc	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
(Instr. 3)	(Mondin Bay) Tear)	any	Code	Disposed of (D)		Beneficially	(D) or		
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)	Owned Following Reported	Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	06/01/2006	06/01/2006	A	1,583	A	\$ 0	116,731 (2)	D	
Common Stock (3)	06/01/2006	06/01/2006	A	6,332	A	\$0	123,063 (2)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

RUTKOWSKI JOSEPH A 2100 REXFORD ROAD CHARLOTTE, NC 28211-

**EXECUTIVE VICE PRESIDENT** 

## **Signatures**

Kelly J. Wilmoth -Attorney-in-fact

06/02/2006

\*\*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 shares of common stock reported are issuable to the reporting person upon vesting of restricted stock units that represent the right to receive one share of common stock. The restricted stock units vest upon the date of termination of the reporting person's employment

- (3) with the company by reason of death, disability or retirement or upon a change in control of the company. The company will issue the shares of common stock represented by the units to the reporting person or, if applicable, his or her estate, as soon as administratively practicable after the units become vested.
- On May 31, 2006, the common stock of Nucor Corporation split 2-for-1, resulting in the issuance of 57,574 additional shares to the reporting person.

The shares of common stock reported are issuable to the reporting person upon vesting of restricted stock units that represent the right to receive one share of common stock. The restricted stock units vest in three annual installments commencing on June 1, 2007, subject to

(1) acceleration upon the date of termination of the reporting person's employment with the company by reason of death, disability or retirement or upon a change in control of the company. The company will issue the shares of common stock represented by the units to the reporting person or, if applicable, his or her estate, as soon as administratively practicable after the units become vested.

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.

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