

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 *
BURRITT DAVID B

 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)
05/27/2016

 _____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
 Exec. VP and CFO

PITTSBURGH, PA 15219

 4. If Amendment, Date Original
 Filed(Month/Day/Year)

 6. Individual or Joint/Group Filing(Check
 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 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 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)
Common Stock	05/27/2016		F ⁽¹⁾	2,299 D	\$ 14.62 174,910	D	
Common Stock	05/31/2016		A ⁽²⁾	30,300 A	\$ 0 205,210	D	
Common Stock					6,488.451	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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 SEC 1474
 (9-02)

number.

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
Common Stock	\$ 14.78	05/31/2016		A	71,750	(3) 05/31/2026	Common Stock	71,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURRITT DAVID B 600 GRANT STREET PITTSBURGH, PA 15219			Exec. VP and CFO	

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 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.
- (3) 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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