

BURRITT DAVID B
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

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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)
02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres. & CEO

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)
Common Stock	02/26/2019		A	(A) or (D) Price	88,600 (1) \$ 0 310,570	D	
Common Stock	02/26/2019		F	(A) or (D) Price	34,013 (2) \$ 23.92 276,557	D	
Common Stock	02/26/2019		A	(A) or (D) Price	133,780 (3) \$ 0 410,337	D	
Common Stock	02/27/2019		F	(A) or (D) Price	7,975 (4) \$ 24.06 402,362	D	
Common Stock					7,540.213	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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURRITT DAVID B 600 GRANT STREET PITTSBURGH, PA 15219	X		Pres. & CEO	

Signatures

/s/ Megan Bombick by Power of Attorney 02/28/2019

__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 represents performance-based restricted stock units (RSUs) that were granted on February 22, 2016 and vested on February 26, 2019. Performance awards vest depending upon the performance of U. S. Steel's common stock performance vs. that of a peer group over a three-year period.
- (2) This line reflects the tax withholding on the vesting of performance-based RSUs that were granted on February 22, 2016.
- (3) This line reflects the grant of 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.
- (4) This line reflects the tax withholding on the vesting RSUs that were granted on February 27, 2018. RSUs vest ratably over a three year period.

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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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