

UNITED STATES STEEL CORP
 Form 4
 February 23, 2017

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)
02/21/2017

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

PITTSBURGH, PA 15219

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/21/2017 | | M ⁽¹⁾ | 152,810 A \$ 25 | 288,482 | D | |
| Common Stock | 02/21/2017 | | S | 152,810 D \$ 40.87 | 135,672 | D | |
| Common Stock | 02/21/2017 | | M | 33,560 A \$ 24.285 | 169,232 | D | |
| Common Stock | 02/21/2017 | | S | 33,560 D \$ 40.87 ⁽²⁾ | 135,672 | D | |
| Common Stock | 02/21/2017 | | M | 18,260 A \$ 24.78 | 153,932 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------------|-----------|---|----------------|
| Common Stock | 02/21/2017 | S | 18,260 | D | \$ 40.87 (2) | 135,672 | D | |
| Common Stock | | | | | | 6,653.769 | I | By 401(k) plan |

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

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.

SEC 1474
(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 Security (Instr. 3 and 4) | Amount of Underlying Security | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Common Stock Option | \$ 25 | 02/21/2017 | | M | 152,810 | 09/03/2016 | 09/03/2023 | Common Stock | 152,810 |
| Common Stock Option | \$ 24.285 | 02/21/2017 | | M | 33,560 | 05/27/2016 ⁽³⁾ | 05/27/2024 | Common Stock | 33,560 |
| Common Stock Option | \$ 24.78 | 02/21/2017 | | M | 18,260 | 02/24/2016 ⁽³⁾ | 02/24/2025 | Common Stock | 18,260 |

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

02/23/2017

**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) The transactions reported in this Form 4 were completed pursuant to the terms of a 10b5-1 plan.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging in price from \$40.87 to \$40.895, inclusive. The reporting person undertakes to provide to United States Steel Corporation, any security holder of United States Steel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Option grant vests 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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