SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Addre	2. Date of Event Rec Statement (Month/Da 03/01/2019	· • •	3. Issuer Name and Ticker or Trading Symbol UNITED STATES STEEL CORP [X]						
(Last)	(First) (Middle)			4. Relationship of Reporting Person(s (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
600 GRANT STREET				Director X Officer (give title below)	10% Owner Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) PITTSBURGH	PA 15219			SVP-Strategic Plan &	k Corp Dev		X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)				Amount of Securities eneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		Beneficial Ownership (Instr.		
Common Stock				19,191(1)	D				
Common Stock				895.703	I	I By 401(k) Plan			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)		2. Date Exercis Expiration Dat (Month/Day/Ye	te	3. Title and Amount of Securities Derivative Security (Instr. 4)	Underlying	4. Conversio or Exercis	e (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Common Stock	Option	05/31/2017 ⁽²⁾	05/31/2026	Common Stock	5,547	14.78	D		
Common Stock	Option	02/28/2018 ⁽²⁾	02/28/2027	Common Stock	3,810	39.27	D		
Phantom Stock	Units	(3)	(3)	Common Stock	393.641	(4)	D		

Explanation of Responses:

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.

Remarks:

Mr. Fruehauf was an executive officer of the Issuer from November 2017 to April 2018, then moved into another role that was not designated as an executive officer of the Issuer. Effective as of March 1, 2019, Mr. Fruehauf was appointed as Senior Vice President, Strategic Planning & Corporate Development and, consistent with his new responsibilities, was designated as an executive officer for purposes of Section 16 of the Securities Exchange Act of 1934.

<u>/s/ Megan Bombick by Power of</u> <u>03/08/2019</u>

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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