

Matthews Douglas R  
Form 4  
February 28, 2019

**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 \*  
Matthews Douglas R

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, 61ST FLOOR  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2019

\_\_\_\_ Director  
 Officer (give title below) Sr VP - ISCM  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

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)
				(A) or (D)	Price		
Common Stock	02/26/2019		A	35,920 <sup>(1)</sup>	\$ 0	D	
Common Stock	02/26/2019		F	10,217 <sup>(2)</sup>	\$ 23.92	D	
Common Stock	02/26/2019		A	20,900 <sup>(3)</sup>	\$ 0	D	
Common Stock	02/27/2019		F	1,060 <sup>(4)</sup>	\$ 24.06	D	
Common Stock					7,804.629	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 Owned Following Transaction (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
Matthews Douglas R 600 GRANT STREET, 61ST FLOOR PITTSBURGH, PA 15219			Sr VP - ISCM	

## Signatures

/s/ Megan Bombick by Power of Attorney  
 Date: 02/28/2019  
 \*\*Signature of Reporting Person

## 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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