

Newport Roger K
Form 4
January 25, 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 *
Newport Roger K

2. Issuer Name and Ticker or Trading Symbol
AK STEEL HOLDING CORP
[AKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9227 CENTRE POINTE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

WEST CHESTER, OH 45069

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)
			Code	V	Amount or Price		
Common Stock	05/22/2018		G		6,600	D	\$ 0 454,697.259
Common Stock	01/23/2019		A		43,601 (1)	A	\$ 0 498,298.259
Common Stock	01/23/2019		M		49,144 (2)	A	\$ 0 547,442.259
Common Stock	01/23/2019		F		25,830	D	\$ 2.655 521,612.259
Common Stock	01/23/2019		A		242,250	A	\$ 0 763,862.259

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Common Stock 01/23/2019 F 69,893 D \$ 2.655 693,969.259 D

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	(2)	01/23/2019		M	73,900	12/31/2018	12/31/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 2.655	01/23/2019		A	407,143	01/23/2020 ⁽³⁾	01/23/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newport Roger K 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	X		Chief Executive Officer	

Signatures

/s/ Roger K. 01/25/2019
Newport

**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 represents Common Stock which was earned pursuant to a January 20, 2016 grant of Performance Shares. The Common Stock was issued at a conversion rate of 0.590 shares of Common Stock for each Performance Share awarded.
- (2)

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This represents Common Stock which was earned pursuant to a January 20, 2016 grant of Performance Shares. The Common Stock was issued at a conversion rate of 0.665 shares of Common Stock for each Performance Share awarded.

(3) Options vest in three equal annual installments beginning one year after grant date.

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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