

NAPOLITAN RAYMOND S JR
 Form 4
 June 05, 2018

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 *
 NAPOLITAN RAYMOND S JR

(Last) (First) (Middle)
 1915 REXFORD ROAD
 (Street)

CHARLOTTE, NC 28211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NUCOR CORP [NUE]

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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	06/01/2018		F	945 D \$ 64.19	77,436.45	D	
Common Stock	06/01/2018		F	922 D \$ 64.19	76,514.45	D	
Common Stock	06/01/2018		F	761 D \$ 64.19	75,753.45	D	
Common Stock	06/01/2018		A	25,106 (1) A \$ 0	100,859.45	D	
Common Stock					2,822.55 (2)	I	In Profit Sharing 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)	Amount or Number of Shares
Stock Option (3)	\$ 65.8	06/01/2018		A	16,589	06/01/2021 05/31/2028	Common Stock	16,589

Reporting Owners

Reporting Owner Name / Address	Relationships
NAPOLITAN RAYMOND S JR 1915 REXFORD ROAD CHARLOTTE, NC 28211	Director 10% Owner Officer Executive Vice President Other

Signatures

/s/ Kelly J. Wilmoth, attorney-in-fact for Mr. Napolitan
 Signature of Reporting Person: _____ Date: 06/05/2018

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).
- The shares of common stock reported are issuable to the reporting person upon vesting of restricted stock units that represent the right to receive one share of common stock. The restricted stock units vest in three annual installments commencing on June 1, 2019, subject to acceleration upon the date of termination of the reporting person's employment with the company by reason of death, disability or retirement or upon a change in control of the company. The company will issue the shares of common stock represented by the units to the reporting person or, if applicable, his or her estate, as soon as administratively practicable after the units become vested.
- (1) acceleration upon the date of termination of the reporting person's employment with the company by reason of death, disability or retirement or upon a change in control of the company. The company will issue the shares of common stock represented by the units to the reporting person or, if applicable, his or her estate, as soon as administratively practicable after the units become vested.
 - (2) As of June 1, 2018, the reporting person had a balance of \$185,724.02 in the Nucor Stock Fund in the Nucor Profit Sharing Plan. The number of shares has been calculated by the plan administrator of such plan.
 - (3) Employee Stock Option (right to buy)

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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