

HANDLER RICHARD B
Form 4
December 29, 2017

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 *
HANDLER RICHARD B

2. Issuer Name and Ticker or Trading Symbol
LEUCADIA NATIONAL CORP
[LUK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
CEO

C/O LEUCADIA NATIONAL CORPORATION, 520 MADISON AVENUE

(Street)

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

NEW YORK, NY 10022

(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	12/27/2017		A ⁽¹⁾		34,803 (1) \$ 26.43	A	D ⁽⁶⁾
Common Stock	01/01/2018		A ⁽²⁾⁽³⁾		604,001 (3) \$ 26.49	A	D ⁽⁶⁾
Common Stock	01/01/2018		A ⁽²⁾⁽⁴⁾		604,001 (4) \$ 26.49	A	D ⁽⁶⁾
Common Stock	01/01/2018		A ⁽²⁾⁽⁵⁾		604,001 (5) \$ 26.49	A	D ⁽⁶⁾

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- Compensation year 2019 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to
- (4) forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return for fiscal years 2019, 2020 and 2021. No RSUs vest until after fiscal 2021.

- Compensation year 2020 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to
- (5) forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return for fiscal years 2020, 2021 and 2022. No RSUs vest until after fiscal 2022.

- (6) Includes 101,765 shares indirectly held by the Reporting Person by the Trustee under the Profit Sharing Plan for the benefit of the Reporting Person; and includes 449,337 shares indirectly held through family trusts by the Reporting Person.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.