

FRIEDMAN BRIAN P
 Form 4
 December 29, 2017

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 *
 FRIEDMAN BRIAN P

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)
 President

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⁾		10,658 (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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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 Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN BRIAN P C/O LEUCADIA NATIONAL CORPORATION 520 MADISON AVENUE NEW YORK, NY 10022			President	

Signatures

/s/ Roland T. Kelly, by power of attorney
Date: 12/29/2017

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) Acquisition of restricted stock units as a result of dividend reinvestment in a transaction exempt under Rule 16b-3(d) under the Securities Exchange Act of 1934.
- (2) Grants of Long-Term Performance-Linked Restricted Stock Units under the Leucadia National Corporation 2003 Incentive Compensation Plan, as amended, exempt pursuant to Rule 16b-3(d) under the Securities Exchange Act of 1934.
- (3) Compensation year 2018 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return for fiscal years 2018, 2019 and 2020. No RSUs vest until after fiscal 2020.

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(4) Compensation year 2019 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to 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.

(5) Compensation year 2020 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to 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 18,777 shares indirectly held by the Reporting Person by the Trustee under the Profit Sharing Plan for the benefit of the Reporting Person. Does not include shares held through family trusts over which the Reporting Person disclaims beneficial ownership.

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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