

Frias James D
 Form 4
 February 21, 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 *
 Frias James D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO, Treasurer and EVP

CHARLOTTE, NC 28211

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 (D) Price			
Common Stock	02/19/2018		A	4,855 A \$ 0	177,203.54	D	
Common Stock	02/20/2018		G	V 5,100 D \$ 0	172,103.54	D	
Common Stock	02/20/2018		M	10,000 A \$ 42.34	182,103.54	D	
Common Stock	02/20/2018		M	10,000 A \$ 42.34	192,103.54	D	
Common Stock	02/20/2018		S	39,037 D \$ 68.31	153,066.54	D	

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Common Stock	02/20/2018	M	10,000	A	\$ 42.34	163,066.54	D
Common Stock	02/20/2018	M	9,037	A	\$ 42.34	172,103.54	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option <u>(2)</u>	\$ 42.34	02/20/2018		M	10,000	06/01/2014	05/31/2021	Common Stock	10,000
Stock Option <u>(2)</u>	\$ 42.34	02/20/2018		M	10,000	06/01/2014	05/31/2021	Common Stock	10,000
Stock Option <u>(2)</u>	\$ 42.34	02/20/2018		M	10,000	06/01/2014	05/31/2021	Common Stock	10,000
Stock Option <u>(2)</u>	\$ 42.34	02/20/2018		M	9,037	06/01/2014	05/31/2021	Common Stock	9,037

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frias James D 1915 REXFORD ROAD CHARLOTTE, NC 28211			CFO, Treasurer and EVP	

Signatures

/s/ Kelly J. Wilmoth, attorney-in-fact for Mr.
Frias

02/21/2018

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.22
- (1) to \$68.40, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Security and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
 - (2) 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. 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.