

LEUCADIA NATIONAL CORP
 Form 4
 January 03, 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 *
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)
C/O LEUCADIA NATIONAL CORPORATION, 520 MADISON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2017

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

(Street)
NEW YORK, NY 10022

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 Ownership (Instr. 4)
Common Stock	01/01/2017		A ⁽¹⁾	V Amount 1,075,268 (1)	(A) or (D) Price \$ 23.25	D ⁽²⁾	13,778,524

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANDLER RICHARD B C/O LEUCADIA NATIONAL CORPORATION 520 MADISON AVENUE NEW YORK, NY 10022			CEO	

Signatures

/s/ Roland T. Kelly, by power of attorney 01/03/2017

__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) Long-Term Performance-Linked Restricted Stock Units (RSUs) grant for 2017, 100% of which is subject to forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return and long-term Return on Tangible Deployable Equity for fiscal years 2017, 2018 and 2019. No RSUs vest until after fiscal 2019 and, if RSUs vest, the Reporting Person remains subject to an additional three-year holding period lock up and cannot dispose of vested RSUs until after January 2023. The grant of RSUs is made under the Leucadia National Corporation 2003 Incentive Compensation Plan, as amended, which is exempt from Rule 16b-3(d) under the Securities Exchange Act of 1934.
- (2) Includes 100,289 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 a family trust 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.