

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

edi Under the Securities Exchange Act of 1934  
deh 0hel- - (Amendment No. 2)

United States Steel Corporation\*

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

912909108

-----  
(CUSIP Number)

ri t December 31, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

[ ] Rule 13d-1(b)

edeh- [x] Rule 13d-1(c)

[ ] Rule 13d-1(d)

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\* IMPD -1(b)

6. SHARED VOTING POWER  
0
7. SOLE DISPOSITIVE POWER  
0
8. SHARED DISPOSITIVE POWER  
0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

-----  
CUSIP No. 912909108  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Harbinger Capital Partners Offshore Manager, L.L.C.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER  
0
6. SHARED VOTING POWER  
0
7. SOLE DISPOSITIVE POWER  
0
8. SHARED DISPOSITIVE POWER  
0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

-----

CUSIP No. 912909108

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HMC Investors, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GD- (SEE INST -H-----



[\_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 912909108

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Raymond J. Harbert

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[\_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 912909108

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael D. Luce

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) [\_]

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[\_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
CUSIP No. 912909108  
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Item 1(a). Name of Issuer:

United States Steel Corporation  
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(b). Address of Issuer's Principal Executive Offices:

600 Grant Street  
Pittsburgh, Pennsylvania 15219  
-----

Item 2(a). Name, Principal Business Address, and Citizenship of Persons Filing:

Harbinger Capital Partners Master Fund I, Ltd. - Cayman Islands  
c/o International Fund Services (Ireland) Limited  
Third Floor, Bishop's Square  
Redmond's Hill  
Dublin 2, Ireland

Philip Falcone - U.S.A.  
555 Madison Avenue  
16th Floor  
New York, New York 10022  
United States of America

Harbinger Capital Partners Offshore Manager, L.L.C. - Delaware  
HMC Investors, L.L.C. - Delaware  
Harbert Management Corporation - Alabama  
Raymond J. Harbert - U.S.A.  
Michael D. Luce - U.S.A.  
2100 Third Avenue North, Suite 600



HMC Investors, L.L.C. - 0  
Harbert Management Corporation - 0  
Philip Falcone - 0  
Raymond J. Harbert - 0  
Michael D. Luce - 0

(ii) Shared power to vote or to direct the vote:

Harbinger Capital Partners Master Fund I, Ltd. - 0  
Harbinger Capital Partners Offshore Manager, L.L.C. - 0  
HMC Investors, L.L.C. - 0  
Harbert Management Corporation - 0  
Philip Falcone - 0  
Raymond J. Harbert - 0  
Michael D. Luce - 0

(iii) Sole power to dispose or to direct the disposition of:

Harbinger Capital Partners Master Fund I, Ltd. - 0  
Harbinger Capital Partners Offshore Manager, L.L.C. - 0  
HMC Investors, L.L.C. - 0  
Harbert Management Corporation - 0  
Philip Falcone - 0  
Raymond J. Harbert - 0  
Michael D. Luce - 0

(iv) Shared power to dispose or to direct the disposition of:

Harbinger Capital Partners Master Fund I, Ltd. - 0  
Harbinger Capital Partners Offshore Manager, L.L.C. - 0  
HMC Investors, L.L.C. - 0  
to item Harbert Management Corporation - 0  
Philip Falcone - 0  
Raymond J. Harbert - 0  
Michael D. Luce - 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date  
hereof the reporting person has ceased to be Harbert Manager, Harbert Philip Faaa IfMf0 X-





Harbinger Capital Partners Offshore Manager, L.L.C.  
By: HMC Investors, L.L.C., Managing Member

By: /s/ Joel B. Piassick  
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HMC Investors, L.L.C.

By: /s/ Joel B. Piassick  
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Harbert Management Corporation

By: /s/ Joel B. Piassick  
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/s/ Philip Falcone  
-----  
Philip Falcone

/s/ Raymond J. Harbert  
-----  
~~Raymond~~ J. Harbert

/s/ Michael Ma h