

Registration No. 333_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

UNITED STATES STEEL CORPORATION
(Exact name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

25-1897152
(I.R.S. Employer
Identification Number)

600 GRANT STREET PITTSBURGH, PA
(Address of Principal Executive Offices)

15219-2800
(Zip Code)

UNITED STATES STEEL CORPORATION 2002 STOCK PLAN
(Full Title of the Plan)

Dan D. Sandman
Vice Chairman and Chief Legal & Administrative Officer,
General Counsel and Secretary
United States Steel Corporation
600 Grant Street, Pittsburgh, PA 15219-2800
(Name and Address of Agent For Service)

(412) 433-1121
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

AMOUNT OF REGISTRATION FEE	TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SECURITY (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
<S> \$25,540	United States Steel Corporation Common Stock, par value \$1.00 per share	<C> 6,000,000	<C> \$17.81	<C> \$106,860,000

</TABLE>

(1) Estimated solely for purposes of calculating the registration fee solely for

Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. United States Steel Corporation shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, United States Steel Corporation shall furnish the Commission or its staff a copy or copies of any or all documents included in such file.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents have been filed by United States Steel Corporation, a Delaware corporation ("USS" or the "Corporation"), and its predecessor Marathon Oil Corporation, a Delaware corporation formerly known as USX Corporation ("MOC"), with the Commission (Commission File Nos. 1-16811 and 1-5153) and are incorporated herein by reference:

SEC FILINGS	PERIOD
MOC's Annual Report on Form 10-K	Year ended December 31, 2000, as filed on March 12, 2001, as amended on September 14, 2001 and Form 10-K/A filed on October 11, 2001.
MOC's Quarterly Reports on Form 10-Q	Quarter ended March 31, 2001, as filed on May 11, 2001; Quarter ended June 30, 2001, as filed on August 6, 2001; Quarter ended September 30, 2001, as filed on November 9, 2001.
MOC's Current Reports on Form 8-K	Dated February 27, 2001, d s 'a N 1 N n

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article V of the By-Laws of the Corporation provides that the Corporation shall indemnify to the fullest extent permitted by law any person who is made or is threatened to be made a party or is involved in any action, suit, or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation a n

represent no more than 20 percent change in the maximum
aggregate offering price set forth in the "Cm

NAME

TITLE

<SVTTTTTTTT NAME

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of United States Steel Corporation of our report dated February 7, 2001 relating to the combined financial statements of United States Steel, which are included in USX Corporation's Proxy Statement on Schedule 14A, filed on August 15, 2001. We also consent to the incorporation by reference in this Registration Statement on Form S-8 of United States Steel Corporation of our reports dated February 7, 2001 relating to the Consolidated Financial Statements and Financial Statement Schedule of USX Corporation and the Financial Statements of the U. S. Steel Group, which are included in USX Corporation's Annual Report on Form 10-K/A for the year ended December 31, 2000.

/s/ Pricew , Sta2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That, effective immediately following the Separation (as defined in the Agreement and Plan of Reorganization between USX Corporation and United States Steel LLC dated as of July 31, 2001), the undersigned does hereby make, constitute and appoint John P. Surma, Jr., Albert E. Ferrara, Jr. and Gretchen R. Haggerty, or any one of them, my true and lawful attorneys-in-fact, each with the power of substitution and resubstitution, to sign, execute and file for me and on my behalf one or more registration statements registering United States Steel Corporation common stock to be issued pursuant to various employee benefit plans and dividend reinvestment/direct stock purchase plans as may be required and/or contemplated in connection with the Separation, and any exhibits thereto, including post-effective amendments to existing registration statements of USX Corporation (for adoption by United States Steel Corporation), on forms prescribed by the Securities and Exchange Commission (collectively, "Registration Statements"), and any and all amendments to the Registration Statements or further registration statements to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable United States Steel Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of November, 2001.

/s/ J. Gary Cooper

J. Gary Cooper

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of November, 2001.

/s/ Robert J. Darnall

Robert J. Darnall

POWER OF ATTORNEY

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IN WITNESS WHm N

~~POWER OF ATTORNEY~~ ~~UNITED STATES STEEL CORPORATION~~
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regulations thereunder.

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2001.

/s/ Dan D. Sandman

Dan D. Sandman

POWER OF ATTORNEY

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IN WITNESS W4elgu

2001.

/s/ Douglas C. Yearley

Douglas C. Yearley