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UNITED STATES STEEL CORP

Form 8-K

May 15, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
May 14, 2002

United States Steel Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-16811

(Commission File Number)

2

(IRS Employer)

600 Grant Street, Pittsburgh, PA

(Address of principal executive offices)

(412) 433-1121

(Registrant's telephone number,
including area code)

ITEM 5. OTHER EVENTS

On May 14, 2002, United States Steel Corporation executed and delivered an underwriting agreement with Credit Suisse First Boston Corporation and J.P. Morgan Securities Inc., as the joint bookrunning managers. Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. Incorporated are co-managers relating to the sale of 9,500,000 shares of its

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common stock in an underwritten public offering. The stock will be sold to the public at a price of \$18.50 per share and United States Steel Corporation has agreed to an underwriting discount of \$0.88 per share with net proceeds to United States Steel Corporation of \$17.62 per share. United States Steel Corporation has granted the underwriters a customary over-allotment option to purchase up to 1,425,000 shares on the same terms and conditions. United States Steel Corporation is filing this Report on Form 8-K for the purpose of incorporating this underwriting agreement into its Registration Statement on Form S-3 (Registration Statement No 333-84200). Attached is a copy of the underwriting agreement.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

1. Underwriting Agreement dated May 14, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

United States Steel Corporation

By /s/ G. R. Haggerty

 G. R. Haggerty
 Senior Vice President & Controller

Dated: May 15, 2002