

As filed with the Securities and Exchange Commission on January 8, 2002

Registration No. 333\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT

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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, April 24, 2001, June 15, 2001, July 2, 2001, July 31, 2001, August 1, 2001, August 2, 2001, August 6, 2001, October 12, 2001, October 22, 2001, October 25, 2001, November 2, 2001, November 5, 2001, November 7, 2001, November 28, 2001, December 4, 2001, and December 14, 2001.
USS's Current Report on Form 8-K	Filed on January 3, 2002.
MOC's Proxy Statement on Schedule 14A	Filed on August 15, 2001.
The description of USS's common stock set forth in USS's Registration Statement on Form 8-A/A pursuant to Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating any such description	Filed on December 31, 2001.

Any documents filed by USS with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to that Registration Statement indicating that all securities offered hereby have been sold or that de-registration a

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 as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity.

The Corporation is empowered by Section 145 of the Delaware General Corporation Law, subject to the procedures and limitations stated therein, to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an officer,

employee, agent or director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement or a reasonable and reasonable incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not o... cc a ed te n or a



<TABLE>  
<CAPTION>

<S>	NAME	<C>	TITLE
	* ----- Thomas J. Usher		Chairman of Board, Chief Executive Officer and President (Principal Executive Officer and Director)
	* ----- John P. Surma, Jr.		Vice Chairman & Chief Financial Officer (Principal Financial Officer, and Director)
	/s/ Gretchen R. Haggerty ----- Gretchen R. Haggerty		Senior Vice President and Controller (Controller)
	n d taor * ----- J. Gary Cooper		Director
	* ----- Robert J. Darnall		Director
	* ----- Roy G. Dorrance		Vice Chairman and Director
	* ----- Shirley Ann Jackson		Director
	* ----- <del>Charles aen</del> Charles aen		Director ecnd

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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  
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J. Gary Cooper

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 13th day of November, 2001.

/s/ Robert J. Darnall  
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Robert J. Darnall

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

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 WHm      N



~~POWER OF ATTORNEY~~ ~~UNITED STATES STEEL CORPORATION~~  
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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/ Dan D. Sandman

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Dan D. Sandman

POWER OF ATTORNEY

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/s/ Douglas C. Yearley

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Douglas C. Yearley