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UNITED STATES STEEL CORP
Form 8-A12B
February 06, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES
EXCHANGE ACT OF 1934 (THE "EXCHANGE ACT")

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

DELAWARE
(State of Incorporation or Organization) 25-1897152
(I.R.S. Employer Identification No.)

600 GRANT STREET
PITTSBURGH, PENNSYLVANIA 15219-2800
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the
registration of a class of
securities pursuant to Section 12(b)
of the Exchange Act and is effective
pursuant to General Instruction
A.(c), please check the following
box. ☒

If this form relates to the
registration of a class of
securities pursuant to Section 12(g)
of the Exchange Act and is effective
pursuant to General Instruction
A.(d), please check the following
box. ☐

Securities Act registration statement file number to which this form relates:
333-99273
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class to be so Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
7.00% Series B Mandatory Convertible Preferred Shares	New York Stock Exchange Pacific Stock Exchange Chicago Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Exchange Act: N/A

NONE
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The title of the securities to be registered hereunder is: "7.00% Series B

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Mandatory Convertible Preferred Shares" (the "Preferred Shares"). A general description of the Preferred Shares may be found on page 41 of the Prospectus (the "Prospectus"), forming a part of Registrant's Registration Statement on Form S-3 (Registration No. 333-99273) that was originally filed with the Securities and Exchange Commission (the "Commission") on September 6, 2002 (the "Registration Statement"). Such description is qualified in its entirety by reference to the Certificate of Designation of the Certificate of Incorporation of the Registrant included as Exhibit 2 hereto, hereby incorporated by reference. In addition, a detailed description may be found under the caption "Description of the MEDS" on pages S-27 through S-37 of the Prospectus Supplement, dated February 4, 2003 (the "Prospectus Supplement"), filed pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended. Such Prospectus Supplement, when filed with the Commission, shall be qualified in its entirety by reference to the Certificate of Designation of the Certificate of Incorporation of the Registrant included as Exhibit 2 hereto, and shall be incorporated herein by reference.

ITEM 2. EXHIBITS

The following exhibits are filed as part of this registration statement:

Exhibit No. -----	Exhibit Description -----
1	Registration Statement on Form S-3 (Registration No. 333-99273) filed with the Commission on September 6, 2002, by United States Steel Corporation (incorporated by reference).
2	Form of Certificate of Designation for 7.00% Series B Mandatory Convertible Preferred Shares.
3	Prospectus Supplement describing the Preferred Shares, dated February 4, 2003 and filed by United States Steel Corporation pursuant to Rule 424(b)(2) (incorporated by reference).
4	Certificate of Incorporation of United States Steel Corporation (incorporated by reference to Exhibit 3(a) to United States Steel Corporation's Form 10-K dated March 19, 2002).
5	By-laws of United States Steel Corporation dated April 30, 2002.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

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UNITED STATES STEEL CORPORATION

Date: February 5, 2003

By: /s/ Gretchen R. Haggerty

Name: Gretchen R. Haggerty

Title: Senior Vice President & Treasurer