

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

US STEEL LLC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

912909108

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of Statement)

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

Rule 13d - 1(b)

Rule 13d - 1(c)

Rule 13d - 1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The $\hat{1}$ subsequenHu

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

T. ROWE PRICE ASSOCIATES, INC.
52-0556948

2 Check the Appropriate Box if a Member of a Group* (a) _____
NOT APPLICABLE (b) _____

MARYLAND

Number of 5 Sole Voting Power

Shares 1,913,012

Beneficially 6 Shared Voting Power

Owned By Each -0-

Reporting 7 Sole Dispositive Power

Person 4,199,137

With 8 Shared Dispositive Power

-0-

4,210,737

NOT APPLICABLE

11 Percent of Class Represented by Amount in Row 9

2.8%

12 Type of Reporting Person*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

**Any shares reported in Items 5 and 6 are also reported in Item 7.

Item 1(a) Name of Issuer:

Reference is made to page 1 of this Schedule 13G

Item 1(b) Address of Issuer's Principal Executive Offices:

600 GRANT ST, PITTSBURGH, PA 15219

Item 2(a) Name of Person(s) Filing:

(2) _____

Item 2(b) Address of Principal Business Office:

100 E. Pratt Street, Baltimore, Maryland 21202

Item 2(c) Citizenship or Place of Organization:

(1) Maryland

(2) _____

Item 2(d) Title of Class of Securities:

Reference is made to page 1 of this Schedule 13G

Item 2(e) CUSIP Number: 912909108

Item 3 The person filing this Schedule 13G is an:

Item 4 Ownership Deemed
Outstanding
And
Beneficially
Units Owned Directly
Deemed Subject to
Beneficially Warrants &
Owned Conversion
Directly Privileges Total

(1) WITH RESPECT TO
PRICE ASSOCIATES
(includes shares
reported in
(2) below):

(a) Amount
Beneficially
Owned 2,333,250 1,877,487 4,210,737

(b) Percent of
Class 2.8%

(c) Number of
units as
to which
such
person has: . . .

(i) *sole power
to vote or
to direct
the vote . . . 1,543,946 369,066 1,913,012

(ii) *shared power
to vote or
to direct
the vote . . . -0- -0- -0-

(iii) *sole power
to dispose or
to direct the
disposition
of 2,321,650 1,877,487 4,199,137

(iv) *shared power
to dispose or
to direct the
disposition
of -0- -0- -0-

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

Not Applicable.

The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the individual and institutional clients which Price Associates serves as investment adviser. Any and all discretionary authority which has been delegated to Price Associates may be revoked in whole or in part at any time.

Except as may be indicated if this is a joint filing with one of the registered investment companies sponsored by Price Associates which it also serves as investment adviser ("T. Rowe Price Funds"), not more than 5% of the class of such securities is owned by any one client subject to the investment advice of Price Associates.

Not Applicable.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

By signing below I (we) certify that, to the best of my (our) knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect. T. Rowe Price Associates, Inc. hereby declares and affirms that the filing of this Schedule 13G shall not be construed as an admission that Price Associates is the beneficial owner of the securities referred to, which beneficial ownership is expressly denied.

Signature.

After reasonable inquiry and to the best of my (our) knowledge and belief, I (we) certify that the information set forth in this statement is true, complete and correct.