

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):  
February 28, 2012

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)

25-1897152  
(IRS Employer Identification No.)

600 Grant Street, Pittsburgh, PA  
(Address of principal executive offices)

15219-2800  
(Zip Code)

(412) 433-1121  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 28, 2012, the Board of Directors of United States Steel Corporation (the "Corporation") approved an amendment to Article II, Section 2 of the By-Laws of the Corporation.

Prior to this amendment, the By-Laws provided that no individual shall stand for election as a director after attaining the age of 72; provided that each Officer-Director, other than the chief executive officer, shall retire from the Board of Directors at the time such Officer-Director ceases to be a principal officer of the Corporation, and the chief executive officer may remain on the Board after retirement as an employee, at the Board's request, through the last day of the month in which he or she turns 70.

After this amendment, the By-Laws provide that no director shall continue to serve on the Board beyond the first annual meeting of stockholders following his or her 74th birthday; provided that each Officer-Director, other than the chief executive officer, shall retire from the Board of Directors at the time such Officer-Director ceases to be a principal officer of the Corporation, and the chief executive officer may remain on the Board after retirement as an employee, at the Board's request, through the last day of the month in which he or she turns 70.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Amended and Restated By-Laws of United States Steel Corporation dated as of February 28, 2012.

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/ Gregory A. Zovko  
Gregory A. Zovko  
Vice President & Controller

Dated: March 1, 2012

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The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 4, and if he should so determine, the chairman shall so declare to the meeting that any such business not properly brought before the meeting shall not be transacted.

Section 5. *Quorum.* At each meeting of the stockholders the holders of one-third of the voting power of the outstanding shares of stock entitled to vote generally at the meeting, present in person or represented by proxy, shall constitute a quorum, unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum.

Except as otherwise required by law, a majority of the voting power of the shares of stock entitled to vote generally at a meeting and present in person or by proxy, whether or not constituting a quorum, may adjourn, from time to time, without notice other than by announcement at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. *Organization.* The chairman of the Board, or in his absence the Officer-Director of the Board designated by the chairman of the Board, or, if an Officer-Director, the president in the order named, shall call meetings of the stockholders to order, and shall act as chairman of such meeting; *provided, however,* that the Board of Directors may appoint any person to act as chairman of any meeting in the absence of the chairman of the Board.

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The Secretary of the Corporation shall act as secretary at all meetings of the stockholders; but in the absence of the Secretary at any meeting of the stockholders the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. *Voting.* At each meeting of the stockholders, every stockholder shall be entitled to vote in person, or by proxy appointed by instrument in writing, subscribed by such stockholder or by his duly authorized attorney, or, to the extent permitted by law, appointed by an electronic transmission, and delivered to the inspectors at the meeting; and he shall have the number of votes for each share of capital stock standing registered in his name at the date fixed by the Board of Directors pursuant to Section 4 of Article IV of these By-Laws as may be determined in accordance with the Corporation's Certificate of Incorporation, or as may be provided by law. The votes for directors, and, upon demand of any stockholder, or where required by law, the votes upon any question before the meeting, shall be by ballot.

At least ten days before each meeting of the stockholders, a full, true and complete list, in alphabetical order, of all of the stockholders entitled to vote at such meeting, showing the address of each stockholder, and indicating the class and number of shares held by each, shall be furnished and held open for inspection in such manner, as is required by law. Only the persons in whose names shares of stock stand on the books of the Corporation at the date fixed by the Board of Directors pursuant to Section 4 of Article IV of these By-Laws, as evidenced in the manner provided by law, shall be entitled to vote in person or by proxy on the shares so standing in their names.

Prior to any meeting, but subsequent to the date fixed by the Board of Directors pursuant to Section 4 of Article IV of these By-Laws, any proxy may submit his powers of attorney to the Secretary, or to the treasurer, for examination. The certificate of the Secretary, or of the treasurer, as to the regularity of such powers of attorney, and as to the class and number of shares held by the persons who severally and respectively executed such powers of attorney, shall be received as prima facie evidence of the class and number of shares represented by the holder of such powers of attorney for the purpose of establishing the presence of a quorum at such meeting and of organizing the same, and for all other purposes.

Section 8. *Inspectors.* At each meeting of the stockholders, the polls shall be opened and closed, the proxies and ballots shall be received and be taken in charge, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by one or more inspectors. Such inspector or inspectors shall be appointed by the Board of Directors before the meeting. If for any reason any of the inspectors previously appointed shall fail to attend or refuse or be unable to serve, inspectors in place of any so failing to attend or refusing or unable to serve, shall be appointed in like manner.

## **ARTICLE II.**

### **Board of Directors.**

Section 1. *Number, Class and* *Ev*      *a*

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In the case of any increase in the number of directors of the Corporation, the additional director or directors shall be elected only by the Board of Directors.

Section 2. *Qualification of Directors.* It is the Corporation's policy that its non-employee membership shall consist of individuals who are (a) actively engaged in their occupations or professions or otherwise regularly involved in the business, professional or academic community, and (b) normally available for meetings of this Board and its Committees. These criteria shall be considered by the appropriate Board committee prior to the time at which candidates are normally approved by the Board for nomination for election or reelection as directors by the stockholders. In its review such committee should focus particularly on those directors who have undergone or are expected to undergo a significant change in their business or professional careers in order to assure that such directors continue to meet the criteria set forth above. Directors who undergo a significant change in their business or professional careers after becoming members of the Board should volunteer to resign from the Board.

No director shall continue to serve on the Board beyond the first annual meeting of stockholders following his or her 74th birthday. Notwithstanding the foregoing, each Officer-Director, other than the chief executive officer, shall retire from the Board of Directors at the time such Officer-Director ceases to be a principal officer of the Corporation, and the chief executive officer may remain on the Board after retirement as an employee, at the Board's request, through the last day of the month in which he or she turns 70.

Section 3. *Removal of Officers.* Except as otherwise provided by law, in the case of any officer elected by the Board of Directors, the Board may remove such officer at any time for cause, and the Board may elect a successor to such officer.

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Section 2. *Prepayment of Expenses.* The Corporation shall pay the expenses reasonably incurred in defending any such proceeding in advance of its final disposition; *provided, however,* the payment of expenses incurred by a director, officer or employee in his capacity as a director, officer or employee (except with regard to service to an employee benefit plan or non-profit entity) in advance of the final disposition of the proceeding shall be made only upon the agreement by the director, officer or employee to repay all amounts advanced if it should be determined that the director, officer or employee is not entitled to be indemnified under this Article or otherwise, and *provided, further,* that the Corporation shall have no obligation to pay any expenses in advance pursuant to this Section 2 to any person who is or was an employee of the Corporation (other than a director or an officer) or is or was serving at the request of the Corporation as an employee of another corporation or of a partnership, joint venture, trust, ~~enter~~ venture, r minn

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