(State of Incorporation) (I.R.S. Employer Identification No.)

(Address of principal executive offices)

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes __þ__ No ______

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ______ No __þ__

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for at least the past 90 days. Yes __þ__ No ______

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes __þ__ No ______

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. __þ__

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

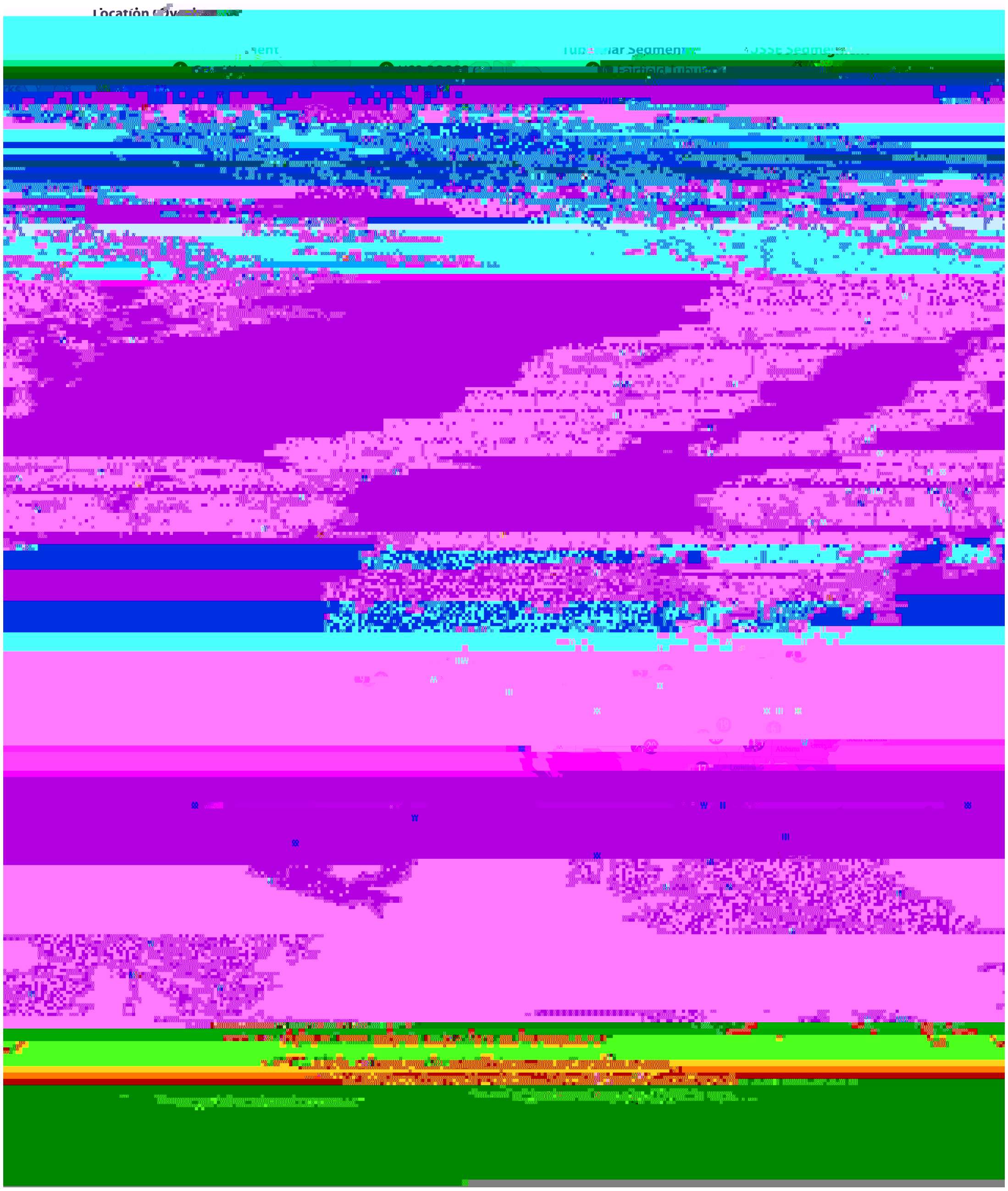
Large accelerated filer __þ__ Accelerated filer ______

Non-accelerated filer ______
(Do not check if a smaller reporting company) Smaller reporting company _______

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes______ No __þ__

Aggregate market value of Common Stock held by non-affiliates as of June 30, 2014 (the last business day of the registrant's most recently completed second fiscal quarter): [illegible]

Certain sections of the Annual Report of United States Steel Corporation (U. S. Steel) on Form 10-K, particularly Item 1. Business, Item 1A. Risk Factors, Item 3. Legal Proceedings, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 7A. Quantitative and Qualitative Disclosures About Market Risk, include forward-looking statements concerning trends or events potentially affecting U. S. Steel. These statements typically contain words such as "anticipates," "believes," "estimates," "expects" or similar words indicating that future outcomes are uncertain. In accordance with "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, these statements are accompanied by cautionary language identifying important factors, though not necessarily all such factors, that could cause future outcomes to differ materially from those set forth in forward-looking statements. For additional factors affecting the businesses of U. S. Steel, see "Item 1A. Risk Factors" and "Supplementary Data – Disclosures About Forward-Looking Statements." References in this Annual Report on Form 10-K to "U. S. Steel," "the Company," "we," "us" and "our" refer to U. S. Steel and its consolidated subsidiaries, unless otherwise indicated by the context.



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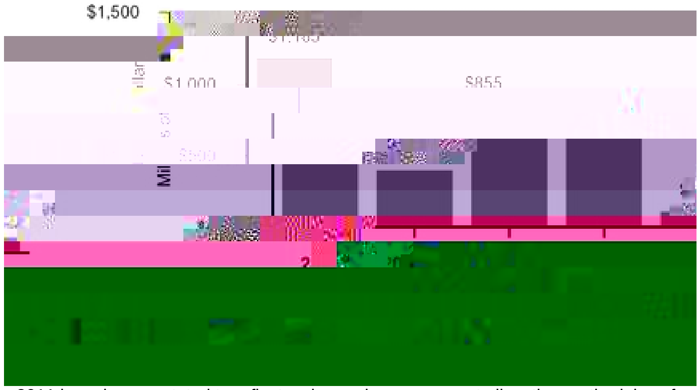
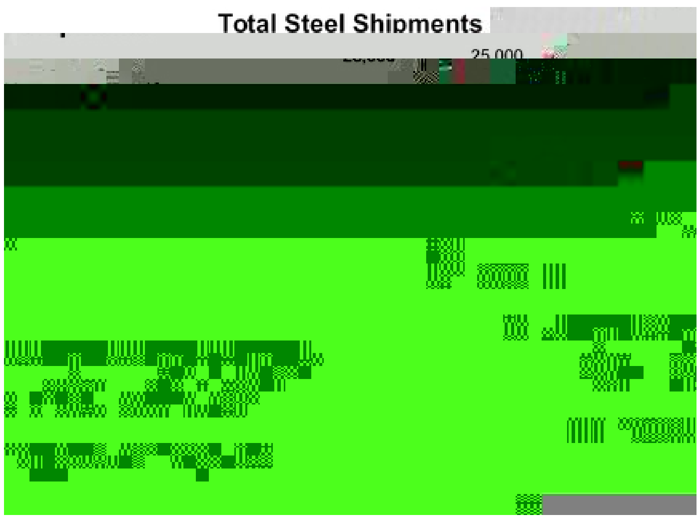
Reportable Segments and Other Businesses – Income from Operations (IFO)



[(a)] Amounts prior to 2011 have been restated to reflect a change in our segment allocation methodology for postretirement benefit expenses.

Steel Shipments



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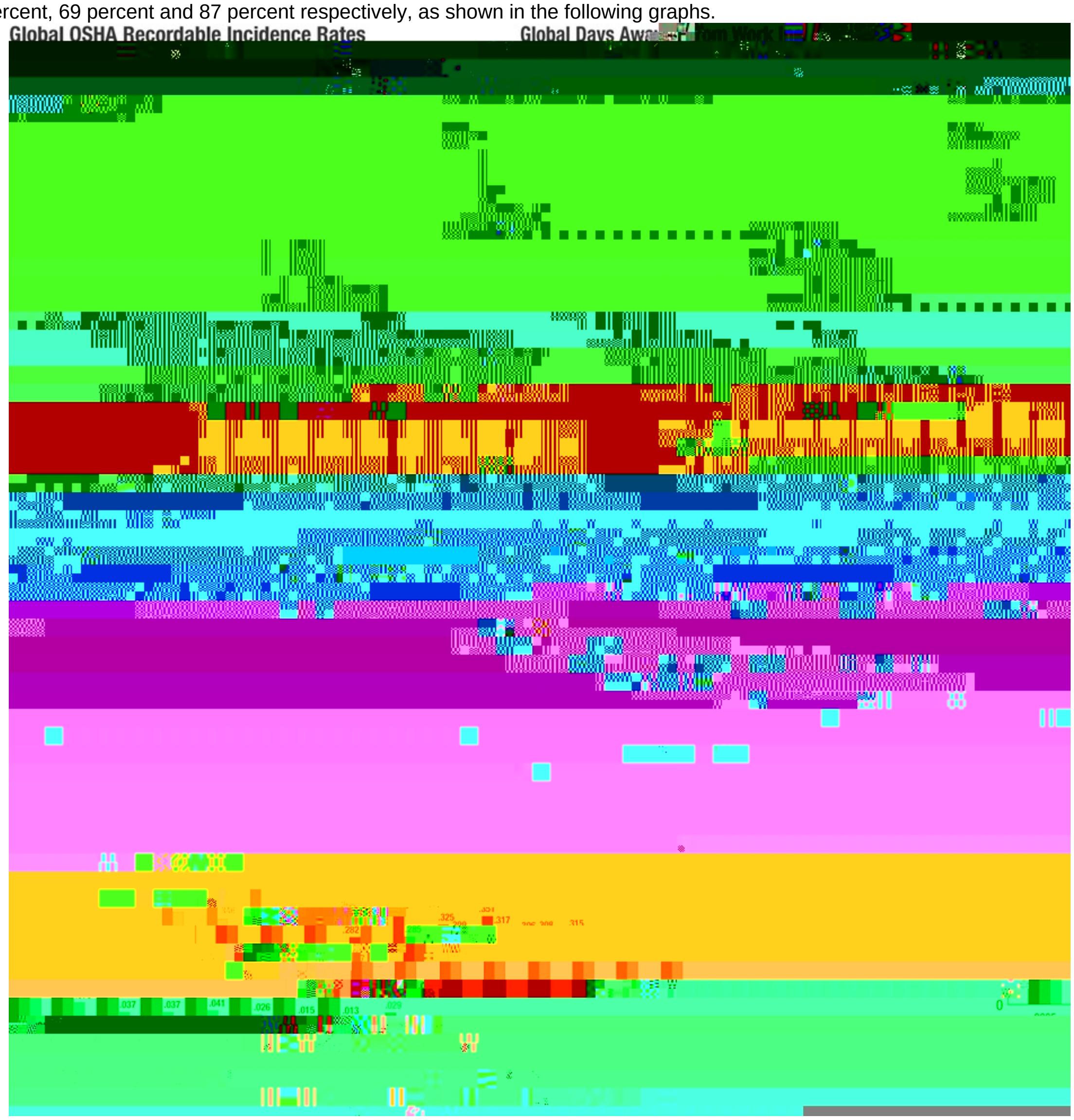
We believe improving safety performance is consistent with the Company's other strategic objectives such as improving quality, cost competiveness and customer service. Through 2014, the ten year trends for our global key safety measurements: recordable injuries, days away from work rate and severity rate showed improvement of 44 percent, 69 percent and 87 percent respectively, as shown in the following graphs.



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U. S. Steel, other producers, customers and the United Steelworkers have sought the imposition of duties and in many cases have been successful.

As in the past, U. S. Steel continues to monitor unfairly traded imports and is prepared to seek appropriate remedies against such importing countries. On July 2, 2013, U. S. Steel and eight other domestic producers filed AD and CVD petitions against imports of OCTG from India and Turkey, along with AD petitions against imports of OCTG from the Philippines, Saudi Ape

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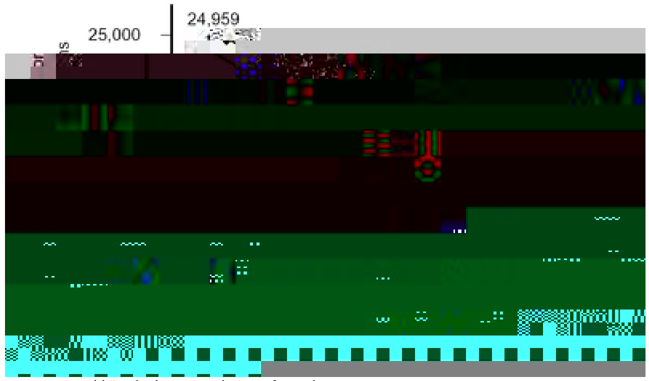
Iron Ore



(a) Includes our share of produ

competitive environment and conditions for USSK. Incentives the government of Slovakia agreed to provide include potential participation in a renewable energy program that provides the opportunity to reduce electricity costs as well as the potential for government grants and other support concerning investments in environmental control technology that may be required under recently adopted EU requirements to implement best available techniques to reduce environmental impacts. There are many conditions and uncertainties regarding the grants, including matters controlled by the EU, but the value as stated in the MOU could be as much as €75 million. In return, U. S. Steel agreed to achieve employment level reduction goals at USSK only through the use of natural attrition, except in cases of extreme economic conditions, as outlined in USSK's current collective labor agreement. U. S. Steel also agreed to pay the government of Slovakia specified declining amounts should U. S. Steel sell USSK within five years of signing the MOU. We continue to work closely with the government of Slovakia to monitor the progress of the respective commitments and to achieve the incentives described in the MOU.

2020-2029, and a final goal that a state must meet at the end of that period in 2030 and thereafter. The final goal is to achieve a 30 percent reduction of GHG emissions by 2030 from 2005 levels. The EPA proposal lists state-specific carbon intensity rates from its power sector that are necessary to meet a state's final goal. The carbon intensity goal is defined as the total CO_2 emissions from fossil fuel-fired EGUs in pounds for a given time period divided by a state's total electricity generation in megawatt hours for the same period. States are said to be given flexibility in terms of how to achieve their goal and what measures to implement. State plans must be submitted by no later than June 30, 2016. The impact these rules will have on the supply and cost of electricity to industrial consumers, especially the energy intensive industries, is being evaluated. We believe there will be increased operating costs, such as increased

In September 2011, the EPA sent U. S. Steel's integrated steel facilities Information Collection Requests for information regarding emissions from various iron and steel operations to be used in a new Iron and Steel MACT rule. The current Iron and Steel MACT rule was subject to a legal challenge by the Sierra Club. In June 2010, the United States Court of Appeals for the District of Columbia Circuit granted the EPA's motion for voluntary remand of the Iron and Steel MACT. As a result, while the existing standards are still in effect, the EPA anticipates promulgating new Iron and Steel MACT rules in response to the challenge by the Sierra Club. Because the EPA is currently reviewing industry information and data that it received pursuant to its information collection requests that would be used in determining the new standards, the anticipated impact of the new Iron and Steel MACT rules upon U. S. Steel cannot be estimated at this time. U. S. Steel continues to work with EPA on review and interpretation of the data collected.

U. S. Steel's cokemaking facilities are subject to two categories of MACT standards. The first category applies to emissions from the pushing and quenching processes. The EPA was required to make a risk-based determination for pushing and quenching wationapplies [illegible] upo[illegible] regulatory authorities on developing SIPs that allow the states to demonstrate attainment with the standard by October 4, 2018. Because development of the SIPs is in the early stages, any impacts to U. S. Steel are not estimable at this time.

For additional information regarding significant enforcement actions, capital expenditures and costs of compliance, see "Item 3. Legal Proceedings – Environmental Proceedings" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Environmental Matters,of it

international bodies such as the World Trade Organization or judicial bodies in the United States, Canada or the EU may change their interpretations of these laws in ways unfavorable to U. S. Steel.

Steel sheet imports to the United States accounted for an estimated 22 percent of the U.S. steel sheet market in 2014, 15 percent in 2013 and 14 percent in 2012. Imports of energy related tubular products to the United States remain at high levels and accounted for an estimated 52 percent of the U.S. tubular market in 2014, 49 percent in 2013 and 52 percent in 2012. Non-U.S. competitors may have lower labor costs, and some are owned, controlled or subsidized by their governments, which allows their production and pricing decisions to be influenced by political and economic policy considerations as well as prevailing market conditions.

Imports of flat-rolled steel to Canada accounted for an estimated 36 percent of the Canadian market for flat-rolled steel products in 2014, 35 percent in 2013 and 34 percent in 2012.

Total imports of flat-rolled carbon steel products to the 28 countries currently comprising the EU were 16 percent of the EU market in 2014, 14 percent in 2013 and 13 percent in 2012.

Increases in future levels of imported steel to North America and Europe could reduce future market prices and demand levels po speel produeel proorent inNor tre

Congress. The EU has also established GHG regulations. For a discussion of these, see “Paree

We can be adversely impacted by volatility in prices for raw materials, energy, and steel.

In 2014, approximately 68 percent of U. S. Steel's Flat-rolled segment sales in the United States are based on sales contracts with volume commitments and durations of at least one quarter, while lesser percentages of T is required upon a change of control under specified circumstances, as well as other customary provisions. The Amended Credit Agreement, the Senior Convertible Notes and the RPA have provisions that certain defaults under a material debt obligation could cause a default under the Amended Credit Agreement or the Senior Convertible Notes or termination of the RPA. These terms may affect our liquidity, our ability to operate our business and may limit our ability to take advantage of potential business opportunities.

The €200 million revolving credit facility agreement (the Credit Agreement) contains certain USSK financial covenants (as further defined in the Credit Agreement), including maximum Leverage, maximum Net Debt to Tangible Net Worth, and minimum Interest Cover ratios. The covenants are measured semi-annually for the period covering the last twelve calendar months. USSK may not draw on the Credit Agreement if it does not comply with any of the financial covenants until the next measurement date. Failure to meet any of the financial covenants at any measurement date shall not be considered an event of default if the measurement date, no loan was outstanding.

At December 31, 2014, in the event of a change in control of U. S. Steel, holders of U. S. Steel debt obligations totaling approximately $2.9 billion, which includes the Senior Notes and the Senior Convertible Notes, may require U. S. Steel to repurchase such obligations in whole or in part for cash at a price equal to 100 percent of the principal amount plus accrued and unpaid interest. In such an event, U. S. Steel may also be required to either repurchase the leased Fairfield caster for $36 million, or provide a letter of credit to secure the remaining obligation.

The CCAA filing by USSC on September 16, 2014 im[illegible] . S. telCtt

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None.

companies traditionally defending asbestos claims, (3) uncertainties associated with the variations in the litigation process from jurisdiction to jurisdiction, (4) uncertainties regarding the facts, circumstances and disease process with each claim, and (5) any new legislation enacted to address asbestos-related claims. Despite these uncertainties, management believes that the ultimate resolution of these matters will not have a material adverse effect on U. S. Steel's financial condition, although the resolution of such matters could significantly impact results of operations for a particular quarter.

The following is a summary of the proceedings of U. S. Steel that were pending or contemplated as of December 31, 2014, under federal and state environmental laws. Information about specific sites where U. S. Steel is or has been engaged in significant clean up or remediation activities is also summarized below. Except as described herein, it is not possible to accurately predict the ultimate outcome of these matters.

CERCLA Remediation Sites

Claims under CERCLA and related state laws have been raised with respect to the cleanup of various waste disposal and other sites. Under CERCLA, potentially responsible parties (PRPs) for a site include current owners and operators, past owners and operators at the time of disposal, persons who arranged for disposal of a hazardous substance at a site, and persons who transported a hazardous substance to a site. CERCLA imposes strict and joint and several liabilities. Because of various factors, including the ambiguity of the regulations, the difficulty of identifying the responsible parties for any particular site, the complexity of determining the relative liability among them, the uncertainty as to the most desirable remediation techniques, and the amount of damages and cleanup costs and the time period during which such costs may be incurred, it is impossible to reasonably estimate U. S. Steel's ultimate liabilities under CERCLA and analogous state laws.

Projections, provided in the following paragraphs, of spending for and/or timing of completion of specific projects are forward-looking statements. These forward-looking statements are based on certain assumptions, including the factors referenced in the preceding paragraph. To the extent these assumptions prove to be inaccurate, future spending for, or timing of completion of environmental projects may differ materially from what was stated in forward-looking statements.

At December 31, 2014, U. S. Steel had been identified as a PRP at a total of 10 CERCLA sites where liability is not resolved. Based on currently available information, which is in many cases preliminary and incomplete, management believes that U. S. Steel's liability for CERCLA cleanup and remediation costs will be between $100,000 and $1 million for 8 sites, between $1 million and $5 million for one site and over $5 million for one site. The one site with over $5 million in estimated liabilities is the former Duluth Works, which is discussed in more detail below.

In addition to the foregoing matters, there are 7 sites related to U. S. Steel where information requests have been received or there are other indications that U. S. Steel may be a PRP under CERCLA, but where sufficient information is not presently available to confirm the existence of liability or to make any judgment as to the amount thereof.

Other Remediation Activities

U. S. Steel may be liable for remediation costs under other environmental statutes, both federal and state, or where private parties are seeking to impose liability on U. S. Steel for remediation costs through discussions or litigation. There are 26 such sites where remediation is being sought involving amounts in excess of $100,000. Based on currently available information, which is in many cases preliminary and incomplete, management believes that liability for cleanup and remediation costs in connection with 19 sites have potential costs between $100,000 and $1 million per site, and 3 sites may involve remediation costs between $1 million and $5 million per site. As described below, costs for remediation, investigation, restoration or compensation are estimated to be in excess of $5 million per site at 2 sites. Potential costs associated with [illegible]

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Fairless Plant

In January 1992, U. S. Steel commenced negotiations with the EPA regarding the terms of an Administrative Order on consent, pursuant to RCRA, under which U. S. Steel would perform an RFI and a CMS at our Fairless Plant. A Phase I RFI report was submitted during the third quarter of 1997. The cost to U. S. Steel to continue to maintain the interim measures, develop a Phase II/III RFI Work Plan and implement certain corrective measures is not material to U. S. Steel and is es(€ א

Violation Notice that also included a request for additional information. U. S. Steel responded to the notice on May 5, 2014. In addition, on April 14, 2014, the EPA issued a separate Notice of Violation regarding the same incident alleging that U. S. Steel failed to properly operate the BOP furnace and failed to continuously meet roof monitor opacity standards. U. S. Steel continues to discuss resolution of the matter with both MDEQ and the EPA.

On December 12, 2014 and December 29, 2014, MDEQ issued Violation Notices to Great Lakes Works, alleging that opacity from the BOP shop roof monitor exceeded the applicable standard on September 15, 2014 and November 15, 2014, respectively. U. S. Steel is drafting responses to the notices and plans to discuss resolution of the matter with MDEQ.

Although discussions with the MDEQ and the EPA regarding the foregoing alleged violations are ongoing and the resolution of these matters is uncertain at this time, it is not anticipated that the resuA aĎi ®

the EPA for reconsideration of the final rule denying the SIP, and have also petitioned the Eighth Circuit for judicial review of the final rule denying the SIP. U. S. Steel continues to negotiate with the EPA to resolve the issues identified in the petitions.

On March 2, 2012, U. S. Steel's Keetac facility received an NOV from the Minnesota Pollution Control Agency (MPCA) for alleged violations of the Minnesota Fugitive Dust Rule. U. S. Steel responded to the notice on March 30, 2012 in which it respectfully contested the allegations provided in the notice. To date, no response from the MPCA has been received nor has any penalty been assessed.

U. S. Steel and the MPCA reached agreement on a Schedule of Compliance (SOC) to reduce air emissions at the Minntac and Keetac facilities and to address alleged water quality issues at the Minntac facility. The SOC incorporates the Keetac Expansion Mercury Agreement associated with the MPCA's Mercury Total Maximum Daily Load requirements and Minntac's Title V NOx reduction requirements. A dry control system will be installed at the Minntac facility to reduce PM, PM_{10}, $PM_{2.5}$, SO_2, and mercury emissions. Parts of the SOC became effective on June 9, 2011, while other parts became effective on October 19, 2011. U. S. Steel expects expenditures of approximately $220 million to install dry waste gas controls at Minntac over the next several years to address the issues contemplated by the SOC.

On January 20, 2013, U. S. Steel's Keetac million related to the project. The rema

The information concerning mine safety violations and other regulatory matters required by Section 150 of the Dodd-Frank Wall Street Reform and Consumer

For information on securities authorized for issuance under our equity compensation plans, see "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

U. S. Steel had no sales of unregistered securities during the period covered by this report.

Management's discussion and analysis of U. S. Steel's financial condition and results of operations is based upon U. S. Steel's financial statements, which have been prepared in accordance with accounting standards generally accepted in the United States (U.S. GAAP). The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at year-end and the reported amount of revenues and expenses during the year. Management regularly evaluates these estimates, including those related to employee benefits liabilities and assets held in trust relating to such liabilities; the carrying value of property, plant and equipment; goodwill and intangible assets; AAP

Undistributed foreign earnings and profits for U.S. income tax purposes at the end of 2014 for which deferred income taxes are not provided are less than $10 million, compared to $830 million at the end of 2013. The decrease in 2014 is due to the write-down of an intercompany loan from USSC as a result of its applying for relief from creditors pursuant to CCAA. For further information, see Note 4 to the Consolidated Financial Statements.

U. S. Steel records liabilities for potential tax deficiencies. These liabilities are based on management's judgment of the risk of loss for items that have been or may be challenged by taxing authorities. If U. S. Steel determines that tax-related items would not be considered deficiencies or that items previously not considered to be potential deficiencies could be considered potential tax deficiencies (as a result of an audit, court case, tax ruling or other authoritative tax position), an adjustment to the liability would be recorded through income in the period such determination was made.

Long-term receivables from related parties - As disclosed in Note 4 to the Consolidated Financial Statements, USSC, an indirect wholly owned subsidiary of U. S. Steel, with unanimous approval from its Board of Directors applied for relief from its creditors pursuant to CCAA on September 16, 2014. As a result, U. S. Steel deconsolidated the USSC balances from its consolidated balance sheet as of the end of the day on September 15, 2014. Prior to the deconsolidation date, the loans, associated interest and net trade accounts receivable from USSC were considered intercompany transactions and were eliminated in consolidation, but are now third party transactions and have been recognized in the financial statements based upon the recoverability of their carrying amounts and whether or not the amounts are secured or unsecured. U. S. Steel has estimated a recovery rate based upon the fair value of the net assets of USSC available for distribution to its creditors in relation to the secured and unsecured creditor claims in the CCAA filing.

Fair values of the Hamilton Works finishing operations, Hamilton Works coke operations and Lake Erie Works (the USSC Businesses) were used to determine the recoverability of the loans, accrued interest ress s s

At December 31, 2014, U. S. Steel recorded a net decrease of $21 million to our accrued balance for environmental matters for U.S. and international facilities. The decrease is primarily due to obligations settled related to environmental matters for U.S.

changes enacted in August of 2014 will allow us to continue to make voluntary contributions of approximately $140 million per year for the foreseeable future.

The foregoing statements regarding future minimum required cash contributions to our main defined benefit pension plan are forward-looking statements. Factors that may affect our future minimum required contributions to our main defined benefit pension plan

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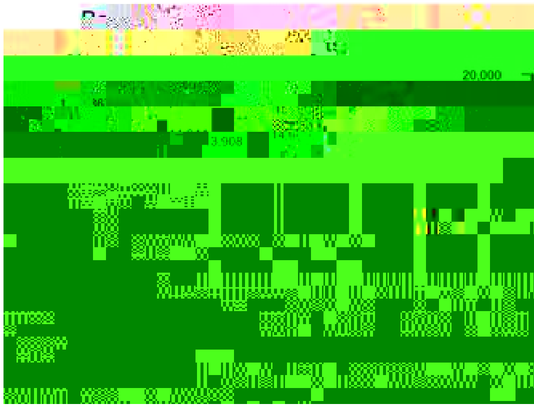
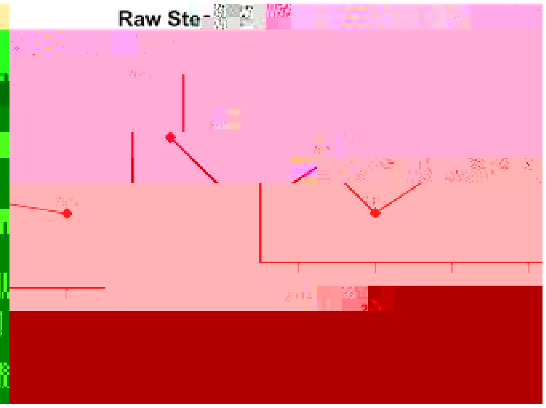
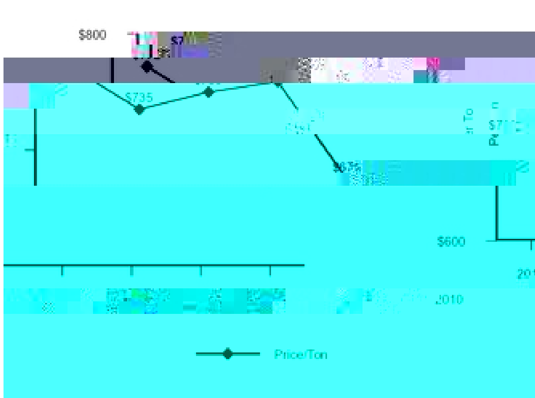
Charges for res

Segment results for Flat-rolled
(Excludes the results of USSC beginning September 16, 2014)





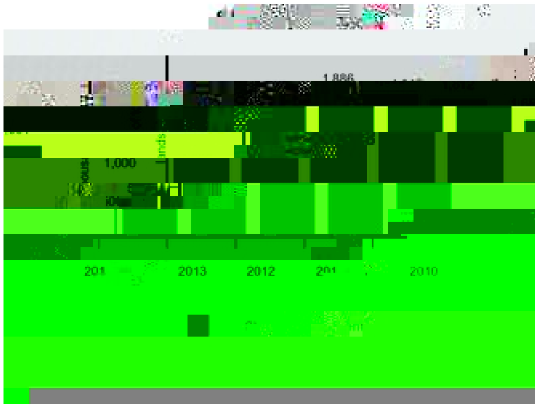


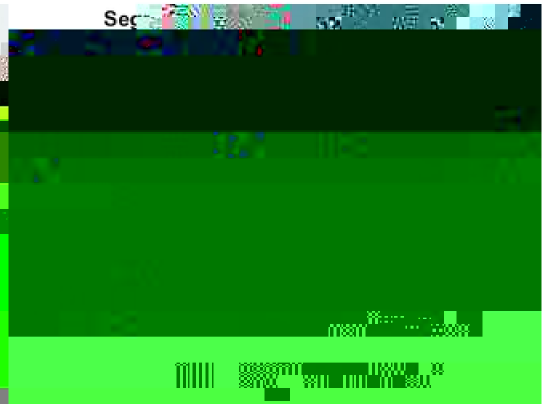
(a) Amounts prior to 2011 have been revised to reflect a change in our segment allocation methodology for postretirement benefit expenses as disclosed in Note 3 to the Consolidated Financial Statements.

The Flat-rolled segment had income of $709 million for the year ended December 31, 2014 compared to income of $105 million for the year ended December 31, 2013. The increase in Flat-rolled results for 2014 compared to 2013 resulted from an increase in average realized prices (approximately $535 million), lower raw material costs (approximately $265 million), lower repairs and maintenance and other operating costs (approximately $75 million), higher income from our joint ventures (approximately $40 million), higher steel substrate sales to our Tubular segment (approximately $15 million) and the deconsolidation of USSC (approximately $10 million). These changes were partially offset by higher costs for profit based payments (approximately $140 million), increased energy costs, primarily due to higher natural gas costs (approximately $125 million) and a decrease in shipment volumes (approximately $70 million). Benefits from our Carnegie Way efforts are included in the disclosed changes.

The Flat-rolled segment had income of $105 million for the year ended December 31, 2013 compared to income of $400 million for the year ended December 31, 2012. The decrease in Flat-rolled results for 2013 compared to 2012 resulted her ventures (approxi

Segment results for Tubular





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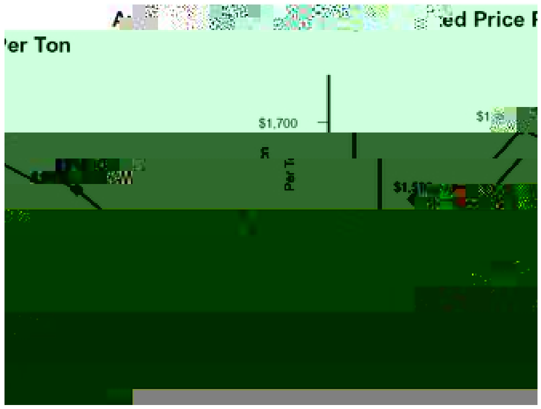
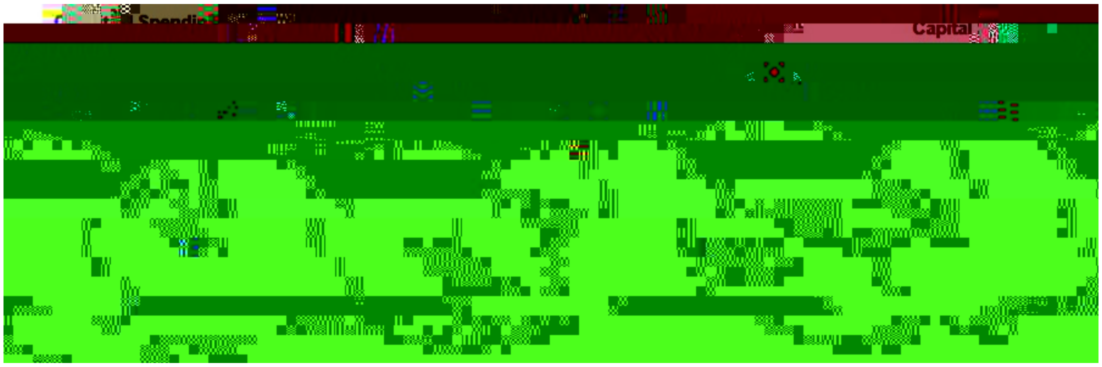


The Tubular segment had income of $261 million for the year ended December 31, 2014 compared to income of $190 million for the year ended December 31, 2013. The increase in Tubular results in 2014 as compared to 2013 resulted mainly from decreased repairs and maintenance and other operating costs

At December 31, 2014, the net foreign deferred tax asset was $29 million, net of established valuation allowances of $5 million. At December 31, 2013, the net foreign deferred tax asset was $59 million, net of established valuation allowances of $1,028 million. The net foreign deferred tax asset will fluctuate as the value of the U.S. dollar changes with respect³ ct³ ct

[redacted]

in 2014 were $419 million compared to $477 million in 2013 and $723 million in 2012.



2014 Capital Spending

Flat-rolled capital expenditures were $261 million and included spending for the ongoing implementation of an enterprise resource planning (ERP) system, the Granite City Works Steel Shop Tap and Charging Emission Control System, a blast furnace reline at Mon Valley Works, blast furnace projects at Granite Cf n Ď 7

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[redacted]

Based on this evaluation, United States Steel Corporation’s management concluded that United States Steel Corporation’s internal control over financial reporting was effective as of December 31, 2014.

The effectiveness of United States Steel Corporation’s internal control over financial reporting as of December 31, 2014 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which i[illegible]

United States Steel Corporation (U. S. Steel or the Company) produces and sells steel products, including flat-rolled and tubular products, in North America and Europe. Operations in North America also include iron ore and coke production facilities, railroad services and real estate operations.

Principles applied

LIFO (last-in, first-out) is the predominant method of inventory costing for inventories in the United States and FIFO (first-in, first-out) is the predominant method used in Canada and Europe. The LIFO method of inventory costing was used on 78 percent and 59 percent of consolidated inventories at December 31, 2014 and 2013, respectively.

Derivative instruments
U. S. Steel uses commodity-based and foreign currency derivative instruments to manage its exposure to price and foreign currency exchange rate risk. Forward physical purchase contracts and foreign exchange forward contracts are used to reduce the effects of fluctuations in the purchase price of natural gas and certain nonferrous metals and also certain business transactions denominated in foreign currencies. U. S. Steel has not elected to designate derivative instruments as qualifying for hedge accounting treatment. As a result, the changes in fair value of these derivatives are recognized immediately in results of operations. See Note 14 for further details on U. S. Steel's derivatives.

Goodwill and identifiable intangible assets
Goodwill represents the excess of the cost over the fair value of acquired identifiable tangible and intangible assets and liabilities assumed from businesses acquired. Goodwill is tested for impairment at the reporting unit level annually in the third quarter and whenever events or circumstances indicate that the carrying value may not be recoverable.

U. S. Steel evaluates goodwill for impairment by either performing a qualitative evaluation or a two-step quantitative test, which involves comparing the estimated fair value, based on a discounted cash flow model, of the associated reporting unit to its carrying value, including goodwill. U. S. Steel performed the two-step quantitative test during the third quarter of 2013 and recorded an impairment charge of approximately $1.8 billion.

U. S. Steel has determined that certain acquired intangible assets have indefinite useful lives. These assets are reviewed for impairment annually and whenever events or circumstances indicate that the carrying value may not be recoverable.

Identifiable intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives and are reviewed for impairment whenever events or circumstances indicate that the carrying value may not be recoverable.

See Note 12 for further details on our evaluation of goodwill and intangible asset impairment.

Property, plant and equipment
Property, plant and equipment is carried at cost and is depreciated on a straight-line basis over the estimated useful lives of the assets.

Depletion of mineral properties is based on rates which are expected to amortize cost over the estimated tonna“împai ecte d te e

Environmental remediation

Environmental expenditures are capitalized if the costs mitigate or prevent future contamination or if the costs improve existing assets' environmental safety or efficiency. U. S. Steel provides for remediation costs and penalties when the responsibility to remediate is probable and the amount of associated costs is reasonably estimable. The timing of remediation accruals typically coincides with completion of studies defining the scope of work to be undertaken or the commitment to a formal plan of action. Remediation liabilities are accrued based on estimates of believed environmental exposure and are discounted if the amount and timing of the cash disbursements are readily determinable.

Asset retirement obligations

Asset retirement obligations (AROs) are initially recorded at fair value and are capitalized as part of the cost of the related long-lived asset and depreciated in accordance with U. S. Steel's depreciation policies for property, plant and equipment. The fair value of the obligation is determined as the discounted value of expected future cash flows. Accretion expense is recorded each month to increase this discounted obligation over time. Certain AROs related to disposal costs of the majority of assets at our integrated steel facilities are not recorded because they have an indeterminate settlement date. These AROs will be initially recognized in the period in which sufficient information exists to estimate their fair value. See Note 17 for further details on U. S. Steel's AROs.

Pensions, other postretirement and postemployment benefits

U. S. Steel has defined contribution or multi-employer arrangements for pension benefits for more than half of its North American employees and non-contributory defined benefit pension plans covering the remaining North American employees. U. S. Steel has defined benefit retiree health care and life insurance plans (Other Benefits) that cover the majority of its employees in North America upon their retirement. Non-union salaried employees in the United States hired on or after July 1, 2003 participate in a defined contribution plan. In addition, most domestic salaried employees participate in defined contribution plans (401(k) plans). The Steelworkers Pension Trust (SPT), a multi-employer pension plan, to which U. S. Steel contributes on the basis of a fixed dollar amount for each hour worked by participating employees, currently covers approximately 65 percent of our union employees in the United States. Government-sponsh spa 7pb ð • (u Đ p are translated using the average exchange rate for the reporting period. Resulting translation adjustments are recorded in the accumulated other comprehensive income (loss) component of stockholders' equity. Gains andome (

The following is a schedule of reconciling items to income (loss) from operations:

Items not allocated to segments:			
Postretirement benefit expense[(a)]		$ (221)	$ (297)
Other items not allocated to segments:			
Loss on deconsolidation of U. S. Steel Canada and other charges (Note 4)		—	—
Impairment of carbon alloy facilities (Note 23) [(b)]		—	—
Litigation reserves (Note 24)		—	—
Write-off of pre-engineering costs at Keetac (Note 23) [(b)]		—	—
Loss on assets held for sale (Note 23) [(b)]		—	—
Gain on sale of real estate assets [(c)]		—	—
Curtailment gain (Note 16)		—	—
Impairment of goodwill (Note 12)		(1,806)	—
RestructurSw r ŝ Î †			)

Total net sales	$	1,404	$	2,030
Total operating expenses		2,641		2,344
Loss from continuing operations		(1,237)		(314)
Net interest and other financial costs		42		26
Loss before income taxes		(1,279)		(340)
Income tax benefit		(142)		—
Net loss	$	(1,137)	$	(340)

Prior to the deconsolidation, U. S. Steel made loans to USSC for the purpose of funding its operations and had net trade accounts receivable in the ordinary course of business. The loans, the corresponding interest and the net trade accounts receivable were considered intercompany transactions and were eliminated in the consolidated U. S. Steel financial statements. As of the deconsolidation date, the loans, a ciate

U. S. Steel had accrued liabilities of $7 million for interest related to unrecognized tax benefits as of December 31, 2014, 2013 and 2012. U. S. Steel currently does not have a liability for tax penalties.

A tabular reconciliation of unrecognized tax benefits follows:

Unrecognized tax benefits, beginning of year	$ 85	$ 110
Increases – tax positions taken in prior years	1	3
Decreases – tax positions taken in prior years	(6)	(25)
Increases – current tax positions	70	2
Settlements	—	(5)
Lapse of statute of limitations	(23)	—
Unrecognized tax benefits, end of year	$ 127	$ 85

It is reasonably expected that during the first quarter of 2015 unrecognized tax benefits related to income tax issues will decrease by approximately $30 million. U.S. Steel does not expect any other significant changes within the next twelve months.

Tax years subject to examination
Below is a summary of the tax years open to examination by major tax jurisdiction:

U.S. Federal – 2008 and forward*
U.S. States – 2007 and forward
Slovakia – 2004 and forward

*U. S. Steel's 2008 and 2009 federal tax years remain open to the extent of net operating losses carried back from 2010.

Status of Internal Revenue Service (IRS) examinations
The IRS completed its audit of U. S. Steel's 2010 and 2011 tax returns in 2014, and the audit report, which was agreed to by the Company, and was approved by the Congressional Joint Committee on Taxation in the first quarter of 2015. The IRS audit of the 2008 and 2009 tax returns was completed and agreed to in 2012.

Taxes on foreign income
Pretax income for 2014 includes domestic income of $440 million and losses attributable to foreign sources of $270 million. Pretax loss and income for 2013 and 2012 includes a domestic loss of $899 million and domestic income of $782 million, respectively, and losses attributable to foreign sources of $1,333 million and $776 million, respectively. Undistributed foreign earnings and profits for U.S. income tax purposes at the end of 2014 for which – Y 014 Fom

Summarized

Investees accounted for using the equity method include:

Acero Prime, S. R. L. de CV	Mexico	40%
Apolo Tubulars S.A.	Brazil	50%
Chrome Deposit Corporation	United States	50%
Daniel Ross Bridge, LLC	United States	50%
Double Eagle Steel Coating Company	United States	50%
Double G Coatings Company L.P.	United States	50%
Feralloy Processing Company	United States	49%
Hibbing Development Company	United States	24.1%
Hibbing Taconite Company[a]	United States	14.7%
Leeds Retail Center, LLC	United States	38%
Patriot Premium Threading Services	United States	50%
PRO-TEC Coating Company	United States	50%
Strategic Investment Fund Partners I[b]	United States	8.6%
Strategic Investment Fund Partners II[b]	United States	5.1%
Swan Point Development Company, Inc.	United States	50%
Tilden Mining Company, L.C.[c]	United States	15%
USS-POSCO Industries	United States	50%
Worthington Specialty Processing	United States	49%

(a) Hibbing Taconite Company (HTC) is an unincorporated joint venture that is owned, in part, by Hibbing Development Company (HDC), which is accounted for using the equity method. Through HDC we are able to influence the activities of HTC, and as such, its activities are accounted for using the equity method.

(b) Strategic Investment Fund Partners I and II are limited partnerships and in accordance with ASC Topic 323, the financial activities are accounted for using the equity method.

(c) Tilden Mining Company, L.C. is a limited liability company and in accordance with ASC Topic 323 “Partnerships and Unincorporated Joint Ventures,” (ASC Topic 323) its financial activities are accounted for using the equity method.

Dividends and partnership distributions received from equity investees were $8 million in 2014, $13 million in 2013 and $98 million in 2012.

During 2013, U. S. Steel recognized a non-cash charge of $16 million to write its investment in United Spiral Pipe, LLC (USP) down to zero, recorded a $6 million non-cash charge to write-off an interest receivable due from USP and recorded a liability for a guarantee of approximately $22 million for USP's bank debt. During 2014, the liability for USP's bank debt increased to $24 million, which was subsequently paid by the Company. On February 2, 2015, the pipe making assets of USP were sold to a third party. We do not expect any significant financial impact from this sale.

We supply substrate to certain of our equity method investees and from time to time will extend the payment terms for their trade receivables. For discussion of transactions and related receivable and payable balances between U. S. Steel and its investees, see Note 21.

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In March 2013, U. S. Steel repul א

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On December 6, 2013, USSK entered into a €10 million (approximately $12 million and $14 million at December 31, 2014 and 2013, respectively) unsecured credit facility that expires in December 2016. The credit facility contains certain USSK financial covenants as further defined within the facility as well as other customary terms and conditions.

At December 31, 2014, USSK had no borrowings under its €20 million and €10 million unsecured credit facilities (collectively approximately $36 million) and the availability was approximately $33 million due to approximately $3 million of customs and other guarantees outstanding. At December 31, 2013, USSK had no borrowings under its €20 million and €10 million unsecured credit facilities (collectively approximately $41 million) and the availability was approximately $38 million due to approximately $3 million of customs and other guarantees outstanding.

Each of these facilities bear interest at the applicable inter-bank offer rate plus a margin and contain customary terms and conditions. USSK is the sole obligor on the facilities and is obligated to pay a commitment fee on the undrawn portion of the facilities.

If there is a change in control of U. S. Steel, the following may occur: (a) debt obligations totaling $2,891 million as of December 31, 2014 (including the Senior Notes and Senior Convertible Notes) may be declared immediately due and payable; (b) the Amended Credit Agreement, the RPA and USSK's €200 million revolving credit agreement may be terminated and any amounts outstanding declared immediately due and payable; and (c) U. S. Steel may be required to either repurchase the leased Fairfield Works slab caster for $36 million or provide a letter of credit to secure the remaining obligation.

Debt Maturities – Aggregate maturities of debt are as follows (in millions):

$ 378	$ 45	$ 500	$ 503	$ 58	$ 2,059	$ 3,543

is due to the utilization of assets previously contributed to our trust for represented retiree health care on a voluntary basis to pay retiree benefits during 2013. In addition, in 2013, we made a $10 million contribution to our trust for represented retiree health care and life insurance benefits; however, other contributions to a restricted account within the same trust as required by collective bargaining agreements were deferred. Required contributions to this account now total $150 million o

U. S. Steel's asset retirement obligations (AROs) primarily relate to mine and landfill closure and post-closure costs. The following table reflects changes in the carrying values of AROs for the years ended December 31, 2014 and 2013:

Balance at beginning of year	$ 33
Additional obligations incurred	28
Obligations settled	(7)
Foreign currency translation effects	—
Accretion expense	5
Balance at end of period	$ 59

(a) Includes $16 million as a result of the deconsolidation of USS[illegible]

Interest and other financial costs paid (net of amount capitalized)	$ (238)	$ (239)
Income		

Minimum rentals		$ 111	$ 91
Contingent rentals		11	12
Sublease rentals		—	—
Net rental expense		$ 122	$ 103

U. S. Steel leases a wide variety of facilities and equipment under operating leases, including land and b. [illegible]

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European

Information concerning the directors of U. S. Steel required by this item is incorporated and made part hereof by reference to the material appearing under the heading “Election of Directors” in U. S. Steel’s Proxy Statement for the 2015 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, no later than 120 days after the end of the fiscal year. Information concerning the Audit Committee and its financial expert required by this item is incorporated and made part hereof by reference to the material appearing under the heading “The Board of Directors and its Committees – Audit Committee” in U. S. Steel’s Proxy Statement for the 2015 Annual Meeting of Stockholders. Information regarding the Nominating Committee required by this item is incorporated and made part hereof by reference to the material appearing under the heading “The Board of Directors and its Committees – Corporate Governance & Public Policy Committee” in U. S. Steel’s Proxy Statement for the 2015 Annual Meeting of Stockholders. Information regarding the ability of stockholders to communicate with the Board of Directors is incorporated and made part hereof by reference to the material appearing under the heading “Communications from Stockholders and Interested Parties” in U. S. Steel’s Proxy Statement for the 2015 Annual Meeting of Stockholders. Information regarding compliance with Section 16(a) of the Exchange Act required by this item is incorporated and made part hereof by reference to the material appearing under the heading “Section 16(a) Beneficial Ownership Reporting Compliance” in U. S. Steel’s Proxy Statement for the 2015 Annual Meeting of Stockholders. Information concerning the executive officers of U. S. Steel is contained in Part I of this Form 10-K under the caption “Executive Officers of the Registrant.”

U. S. Steel has adopted a Code of Ethical Business Conduct that applies to all of our directors and officers, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. U. S. Steel will provide a copy of this code free of charge upon request. To obtain a copy, contact [illegible]

(a)	United States Steel Corporation Supplemental Retirement Account Program.	Incorporated by reference to Exhibit 10(b) to United States

SPT	Steelworkers Pension Trust
Stelco	Stelco Inc.
Tilden	Tilden Mining Company
tons	net tons
Tubular	Tubular Products segment
U.S. GAAP	accounting standards generally accepted in the United States
UPI	USS-POSCO Industries, U. S. Steel and POSCO joint venture
USSC	U. S. Steel Canada Inc.
USSE	U. S. Steel Europe segment
USSK	U. S. Steel Košice
USSR	U. S. Steel Receivables LLC
USSS	U. S. Steel Serbia
USW	United Steelworkers
Wabush	Wabush Mines
Worthington	Worthington Specialty Processing, U. S. Steel and Worthington Industries, Inc. joint venture

throughout the business cycles, our customers, our cost structure and innovation with talented teams of motivated employees.

The global steel industry is cyclical, highly competitive and has historically been characterized by overcapacity.

U. S. Steel competes with many North American and international steel producers. Competitors include integrated producers which, like U. S. Steel, use iron ore and coke as primary raw materials for steel production, and electric arc furnace (EAF) producers, which primarily use steel scrap and other iron-bearing feedstocks as raw materials.

EAF producers typically require lower capital expenditures for construction of facilities and may have lower total employment costs; however, these competitive advantages may be minimized or eliminated by the cost of scrap when scrap prices are high. Some mini-millbtel pre mpep Spay hathe bue

Future net periodic benefit costs for pensions and other benefits can be volatile and depend on the future market performance of plan assets; changes in actuarial assumptions regarding such factors as selection of a discou

For further discussion of certain of the factors described herein and their potential effects on the businesses of U. S. Steel, see “Item 1. Business,” “Item 1A. Risk Factors,” “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 7A. Quantitative and Qualitative Disclosures About Market Risk.”

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint M. Longhi, D. B. Burritt and C. M. Darragh or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf United States Steel Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 to be filed with the Securities and Exchange Commission, and any and all amendments to such report to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, 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 this24th day of February, 2015.

/s/ Patricia Diaz Dennis
Patricia Diaz Dennis

<u>POWER OF ATTORNEY</u>

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint M. Longhi, [illegible] Burritt and C. M. Darragh or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf United States Steel Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 [illegible] and Exchange Commission, and any and all amendments to such report to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, in such form as they or any one or more of them may approve, and to do any and all [illegible] attorneys-in-f[illegible]

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of February, 2015.

/s/ John J. Engel
John J. Engel

POWER OF ATTORNEY

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That the undersigned does hereby make, constitute and appoint M. Longhi, D. B. Burritt and C. M. Darragh or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf United States Steel Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 to be filed with the Securities and Exchange Commission, and any and all amendments to such report to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, 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 24th day of February, 2015.

/s/ Charles R. Lee
Charles R. Lee

<u>POWER OF ATTORNEY</u>

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IN WITNESS WHEREOF, I have hereunto set my hand this24th day of February, 2015.

/s/ Patricia A. Tracey
Patricia A. Tracey

CHIEF FINANCIAL OFFICER CERTIFICATION

I, David B. Burritt, certify that:

1. I have reviewed this annual report on Form 10-K of United States Steel Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 24, 2015

/s/ David B. Burritt

David B. Burritt
Executive Vice President and Chief Financial Officer