

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee ⁽¹⁾
Senior Notes	\$500,000,000	\$15,350

(1) The filing fee of \$15,350 is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

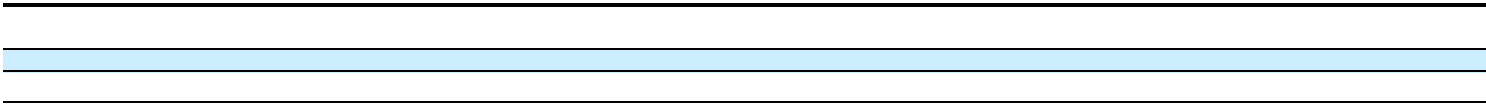
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Prospectus supplement
(To prospectus dated March 5, 2007)

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\$500,000,000
7.00% Senior Notes due 2018
Interest payable February 1 and A d





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About this prospectus supplement

This document consists of the prospectus supplement and the prospectus.

The offering

The following summary contains basic information about this offering. The summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement. For a more detailed description of the Notes, see “Description of the notes.”

Issuer	United States Steel Corporation
Notes offered	\$500,000,000 aggregate principal amount of Notes
Maturity	February 1, 2018
Interest rate	The Notes will bear interest at the rate of 7.00% per year. Interest on the Notes will be paid on February 1 and August 1 of each year. The first interest payment will be August 1, 2008.
Optional redemption	We may redeem the Notes, at any time in whole, or from time to time in part, at the “make whole” redemption price. See “Description of the notes—Optional redemption.”
Mandatory offer to repurchase	Upon a Change of Control Repurchase Event, we will be required to make an offer to repurchase all outstanding Notes of such series at a price in cash equal to 101% of the principal amount of the Notes, plus any accrued and unpaid interest to but not including the repurchase date. See “Description of the notes—Purchase of notes upon a change of control repurchase event.”
Ranking	<p>The Notes will be our senior and unsecured obligations and will rank equally with all of our other existing and future senior and unsecured indebtedness. The Notes will effectively rank junior to any of our existing and future secured indebtedness to the extent of the assets securing such indebtedness, and will be structurally subordinated to any indebtedness and other liabilities of our subsidiaries.</p> <p>As of September 30, 2007, we had an aggregate of approximately \$2,174 million of senior indebtedness outstanding (including approximately \$1,120 million of senior notes, \$458 million of obligations relating to environmental revenue bonds, a \$500 million term loan and \$96 million of obligations under capital leases and other debt, excluding intercompany liabilities). We incurred \$900 million of additional senior indebtedness in connection with the Stelco acquisition.</p> <p>After giving effect to the closing of the Stelco acquisition and this offering and the use of net proceeds therefrom, we would have an aggregate of approximately \$3,325 million of senior indebtedness, excluding intercompany liabilities.</p> <p>U. S. Steel has a \$500 million Receivables Purchase Agreement with financial institutions that expires in September 2010. As of September 30, 2007, U. S. Steel had more than \$500 million of eligible receivables, none of which were sold. In connection with the Stelco acquisition, we sold \$400 million under our receivables facility.</p>

Risk factors

Before investing in the Notes, you should carefully consider the risks set forth in Item 1A of our annual report on Form 10-K for the year ended December 31, 2006, as updated by our quarterly reports on Form 10-Q, as well as the following risks. The following risks are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations or the value of the Notes.

Risks related to an investment in the notes

The Notes are obligations exclusively of U. S. Steel and not of our subsidiaries, and payment to holders of the Notes will be structurally subordinated to the claims of our subsidiaries' creditors.

The Notes are not guaranteed by any of our subsidiaries. As a result, liabilities, including indebtedness or guarantees of indebtedness, of each of our subsidiaries, including indebtedness of U. S. Steel Canada, will rank effectively senior to the indebtedness represented by the Notes, to the extent of such subsidiary's assets. In addition, the senior indenture governing the Notes does not restrict the future incurrence of liabilities or issuances of preferred stock, including unsecured indebtedness or guarantees of indebtedness, by our subsidiaries.

The Notes will be effectively junior to secured indebtedness that we may issue in the future.

The Notes are unsecured. Holders of our secured debt that we may issue in the future may foreclose on the assets securing such debt, reducing the cash flow from the foreclosed property available for payment of unsecured debt, including the Notes. Holders of our secured debt also would have priority over unsecured creditors in the event of our bankruptcy, liquidation or similar proceeding. As a result, the Notes will be effectively junior to any secured debt that we may issue in the future. In addition, except as described under "Risk Factors"

Capitalization

The following table sets forth our capitalization as of September 30, 2007:

- on an actual basis;
- on an as adjusted basis to give effect to the Stelco acquisition; and
- on an as further adjusted basis to give effect to the sale of the Notes offered by this prospectus supplement and the application of the net proceeds therefrom, as described following the caption "Use of proceeds."

You should read the information in this table in conjunction with the information set forth following the caption "Use of proceeds" and the financial statements and notes thereto incorporated by reference into this prospectus supplement and accompanying prospectus.

(dollars in millions)	As of September 30, 2007		
	Actual	As adjusted for the Stelco acquisition	As adjusted for this offering
Debt:			
Term Loan due 2008	\$ —	\$ 400	\$ —
Term Loan due 2008 – 2010	—	500	500
Term Loan due 2008 – 2012	500	500	500
10.75% Senior Notes due 2008	20	20	20
6.65% Senior Notes due 2037	350	350	350
6.05% Senior Notes due 2017	450	450	450
5.65% Senior Notes due 2013	300	300	300
Province of Ontario Note(1)	—	151	151
Environmental Revenue Bonds	458	458	458
2018 Notes offered hereby	—	—	500
Other Debt and Capital Leases	96	96	96
Total Debt	\$2,174	\$ 3,225	\$ 3,325
Shareholders' equity:			
Total shareholders' equity	\$5,352	\$ 5,352	\$ 5,352
Total capitalization	\$7,526	\$ 8,577	\$ 8,677

(1) Based on t446 TT

Stelco acquisition

On October 31, 2007, U. S. Steel acquired Stelco Inc. ("Stelco"), a Canadian producer of a variety of steel products in the automotive, steel service center, and pipe and tubular industries, for approximately \$1.2 billion for the stock purchase and approximately \$785 million for the retirement of debt (the "acquisition"). On the closing date of the acquisition, Stelco was renamed U. S. Steel Canada Inc. ("U. S. Steel Canada").

About U. S. Steel Canada (formerly Stelco Inc.)

U. S. Steel Canada is one of Canada's largest steel producers. U. S. Steel Canada operates two integrated steel plants in Ontario, Canada, with annual raw steel production capability of 5.2 million tons. The plants produce a variety of steel products for customers in the automotive, steel service center, appliance, energy, construction and pipe and tube industries within North America. Lake Erie Works is a modern integrated steel plant, and Hamilton Works produces steel slabs and other products. Steel slabs produced by U. S. Steel Canada's facilities will expand U. S. Steel's semi-finished steel supply chain capabilities in support of its flat rolled and tubular finishing facilities. U. S. Steel Canada also owns several joint venture interests including iron ore operations in the United States and Canada, and a 60% interest in Z-line, a quality galvanizing line. In addition, through its ownership interests in iron ore mining properties and related supply agreements, U. S. Steel Canada has secured approximately 90% of its requirements for iron ore, although this may decrease to approximately 50% beginning in 2010 due to the pending sale of the Wd n r t W A facilities U. S. Steel eel sirheeppe It . The tæted

Description of the notes

The following description of the particular terms of the Notes offered by this prospectus supplement supplements the description of the general terms and provisions of the debt securities set forth in the accompanying prospectus following the caption "Description of the Debt Securities."

In this description of the Notes, the terms "Company," "we," "us" and similar words refer only to United States Steel Corporation and not to any of its subsidiaries. The Notes constitute separate series under the senior indenture.

The Notes will be issued under a senior indenture dated May 21, 2007, as amended and supplemented, between us and The Bank of New York, as trustee. The senior indenture is subject to and is governed by the Trust Indenture Act of 1939, as amended. We have filed a form of the senior indenture as an exhibit to the registration statement of which the accompanying prospectus forms a part. The following description summarizes selected provisions of the senior indenture and the Notes. It does not restate the senior indenture or the terms of the Notes in their entirety. We urge you to read the forms of the senior indenture and the Notes because the senior indenture and the Notes, and not this description, define the rights of noteholders.

General

The Notes:

- will be our senior unsecured obligations;
- will mature on February 1, 2018;
- will be subject to earlier redemption at our option as described following the caption "—Optional redemption;"
- will not have the benefit of any sinking fund;
- will be issued in denominations of \$1,000 and in integral multiples of \$1,000 thereof; and
- will be represented by one or more registered notes in global form but in certain limited circumstances may be represented by notes in certificated form. See "—Book-entry issuance."

Interest on the Notes will:

- accrue at the rate of 7.00% per annum;
- accrue from December 10, 2007 or the most recent interest payment date on which interest was paid;
- be payable in cash semi-annually in arrears on February 1 and August 1 of each year, commencing on August 1, 2008;
- be payable to the holders of record on the January 15 and July 15 immediately preceding the related interest payment date; and
- be computed on the basis of a 360-day year comprised of twelve 30-day months.

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If any interest payment date or maturity date falls on a day that is not a business day, the required payment of principal or interest will be made on the next business day as if made on the date that payment was due, and no interest will accrue on that payment for the period from and after the interest payment date or maturity date, as the case may be, to the date of the payment on the next business day.

Ranking

The Notes will be our senior and unsecured indebtedness and will rank equally with all of our other existing and future senior and unsecured indebtedness. The Notes will effectively rank junior to any of our existing and future secured indebtedness to the extent of the assets securing such indebtedness, and will be structurally subordinated to any indebtedness and other liabilities of our subsidiaries. Indebtedness of our subsidiaries and obligations and liabilities of our subsidiaries are structurally senior to the Notes since, in the event of our bankruptcy, liquidation, dissolution, reorganization or other winding up, the assets of our subsidiaries will be available to pay the Notes only after the subsidiaries' indebtedness and obligations and liabilities are paid in full. Because we generally stand as an equity holder, rather than a creditor, of our subsidiaries, creditors of those subsidiaries will have their debt satisfied out of the subsidiaries' assets before our creditors, including the noteholders.

As of September 30, 2007, we had an aggregate of approximately \$2,174 million of senior indebtedness outstanding (including approximately \$1,120 million of senior notes, \$458 million of obligations relating to environmental revenue bonds, a \$500 million term loan and \$96 million of obligations under capital leases and other debt, excluding intercompany liabilities). We have incurred \$900 million of additional senior indebtedness in connection with the Stelco acquisition.

Additional issuances

We may issue additional notes, without limitation and without your consent. If we issue additional notes of a series offered by this prospectus supplement under the senior indenture, they will have the same terms and conditions as the notes of the series being offered by this prospectus supplement in all respects (except for the specific terms and conditions relating to the issue date of the notes).

The Notes called for redemption become due on the date fixed for redemption. Notices of redemption will be mailed by first-class mail at least 30 but not more than 60 days before the redemption date to each holder of Notes to be redeemed at its registered address. The notice of redemption for the Notes will state the amount to be redeemed. On and after the redemption date, interest will cease to accrue on any Notes that are redeemed. If less than all of the Notes are redeemed at any time, the trustee will select Notes on a pro rata basis or by any other method the trustee deems fair and appropriate.

For purposes of determining the optional redemption price, the following definitions are applicable:

“Comparable Treasury Issue” means the:

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such person or a subsidiary of such person; provided, however, that the Liens may not extend to any other property owned by such person (other than assets and property affixed or appurtenant thereto);

(10) Liens securing indebtedness or other obligations of a subsidiary of such person owing to such person or a wholly-owned subsidiary of such person;

(11) Liens to secure any refinancing (or successive refinancings) as a whole, or in part, of any indebtedness secured by any Lien referred to in the foregoing clauses (5), (6), (7), (8) or (9); provided, however, that: (a) such new Lien shall be limited to all or part of the same property and assets that secured or))e f% bfoft (a ewfba4 per% ouen e); ¼

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(4) the Company would be entitled to incur indebtedness set

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"Incur" means issue, assume, guarantee or otherwise become liable for Indebtedness.

"Indebtedness" means, with respect to any person, obligations of such person for borrowed money (including without limitation, indebtedness for borrowed money evidenced by notes, bonds, debentures or similar instruments).

"Interest rate agreement" means, in respect of a person, any interest rate swap agreement, interest rate cap agreement or other financial agreement or arrangement designed to protect such person against fluctuations in interest rates.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization or government or political subdivision thereof.

"Principal Properties" means any and all steel producing facilities or steel producing facility-se-sme div eiprs is n 4



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Certain United States federal income tax considerations

This section describes the material United States federal income tax consequences of owning the Notes we are offering. It applies only to a United States holder (as defined in “—United States holders”) that acquires Notes in the offering at the offering price listed on the cover page hereof and that holds its Notes as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the “Code”). This section does not apply to a holder that is a member of a class of holders subject to special rules, such as:

- a dealer in securities or currencies;
- a person liable for alternative minimum tax;
- a trader in securities that elects to use a mark-to-market method of accounting for its securities holdings;
- a bank;
- a life insurance company;
- a tax-exempt organization;
- a person that owns Notes that are a hedge or that are hedged against interest rate risks;
- a person that owns Notes as part of a straddle or conversion transaction for tax purposes;
- a holder whose functional currency is not the U.S. dollar.



Underwriting

Under the terms and subject to the conditions contained in the underwriting agreement dated the date of this prospectus supplement, we have agreed to sell to each of the underwriters named in the following table and each of the underwriters has severally and not jointly agreed to purchase from us, the principal amount of Notes that appears opposite its name in the following table:

Underwriter	Principal amount of Notes:
J.P. Morgan Securities Inc.	\$ 115,000,000
Scotia Capital (USA) Inc.	115,000,000
Banc of America Securities LLC	45,000,000
Lehman Brothers Inc.	45,000,000
Morgan Stanley & Co. Incorporated	45,000,000
Barclays Capital Inc.	22,500,000
Goldman, Sachs & Co.	22,500,000
Ntg	



United States Steel Corporation

Senior Debt Securities
Subordinated Debt Securities
Common Stock
Preferred Stock
Depository Shares
Warrants
Stock Purchase Contracts
Stock Purchase Units

We may from time to time offer and sell senior debt securities, subordinated debt securities, common stock, preferred stock, depository shares, warrants, stock purchase contracts, stock purchase units or any combination of these securities. The debt securities, preferred stock, warrants and purchase contracts may be convertible into or exercisable or exchangeable for common or preferred stock or other securities or debt or equity securities of one or more other entities.

We may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to other purchasers, on a continuous or delayed basis.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus. You should read this prospectus and any prospectus supplement carefully before you invest.

Our common stock is listed on the New York Stock Exchange under the symbol "X."

Investing in these securities involves certain risks. See the information included and incorporated by reference in this prospectus for a discussion of the factors you should carefully consider before deciding to purchase these securities.

~~*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is true or complete. It is your responsibility to read this prospectus and any prospectus supplement carefully before you purchase these securities.*~~

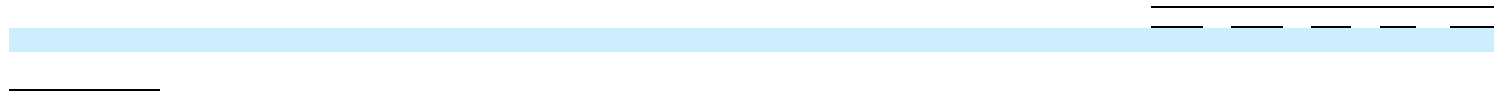
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these cautionary statements. We do not undertake to update our forward-looking statements to reflect future events or circumstances, except as may be required by applicable law. Additional information regarding the risks and uncertainties that could impact our forward-looking statements is contained in our periodic filings with the SEC.



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General corporate purposes may include the repayment of debt, acquisitions, stock repurchases, capital expenditures, investments in subsidiaries and joint ventures, and additions to working capital. Net proceeds may be temporarily invested prior to use.

DESCRIPTION OF THE DEBT SECURITIES

The following is a general description of the debt securities (the "Debt Securities") that we may offer from time to time. The particular terms of the Debt Securities offered by any prospectus supplement and the extent, if any, to which the general provisions described below may apply will be described in the applicable prospectus supplement. Although our securities include securities denominated in U.S. dollars, we can choose to issue securities in any other currency, including the euro.

The Debt Securities will be issued in the form of one or more series of senior Debt Securities and one or more series of subordinated Debt Securities. We will issue the senior Debt Securities under the senior indenture between The Bank of New York, or any successor trustee, and USS. We will issue the subordinated Debt Securities under a subordinated indenture between The Bank of New York, or any successor trustee, and USS. The senior indenture and the subordinated indenture are described below.

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Please refer to the prospectus supplement for the specific terms of the Debt Securities offered including the following:

1. Designation of an aggregate principal

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payable will be paid to USS at its request. After this occurs, the holder of that security must look only to USS for payment of that amount and not to the trustee or paying agent. (Section 10.03)

Merger and Consolidation

USS will not merge or consolidate with any other entity or sell or convey all or substantially all of its assets to any person, firm or partnership.



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become due and payable, are to become due and payable within one year or are to be called for redemption within one year and USS shall deposit an amount sufficient to pay the principal, premium, if any, and interest to the date of maturity, redemption or deposit (in the case of Debt Securities that have become due and payable), provided that in either case USS shall have paid all other sums payable in respect of the same.

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Terms of Subordinated Debt Securities may contain Conversion or Exchange Provisions

The Prospectus Supplement for a particular series of subordinated Debt Securities will describe the specific terms discussed above that apply to the subordinated Debt Securities being offered thereby as well as a

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persons as the depository shall instruct the trustee. It is expected that such instructions may be based upon directions received by the depository from its participants with respect to ownership of beneficial interests in such global security.

Except as provided above, owners of beneficial interests in a global security will not be entitled to receive physical delivery of Debt Securities in definitive form and will not be considered the holders thereof for any purpose under the indentures, and no global security shall be exchangeable, except for a security registered in the name of the depository. This means each person owning a beneficial interest in such global security must rely on the procedures of the depository and, if such person is not a participant, on the procedures of the participant through which such person owns its interest, to exercise any rights of a holder under the indentures. USS understands that under existing industry practices, if USS requests any action of holders or an owner of a beneficial interest in such global security desires to give or take any action that a holder is entitled to give or take under the indentures, the depository would authorize the participants holding the relevant beneficial interests to give or take such action, and such participants would authorize beneficial owners owning through such participant to give or take such action or would otherwise act upon the instructions of beneficial owners owning through them.

Concerning the trustee

The Bank of New York is also trustee for our 10³/₄% Senior Notes due August 1, 2008, our 9³/₄% Senior Notes due May 15, 2010, a leveraged lease in which USS is the lessee and several series of obligations issued by various governmental authorities relating to environmental projects at various USS facilities. The Bank of New York is a lender under our revolving credit facility. USS and its subsidiaries also maintain ordinary banking relationships, including loans and deposit accounts, with The Bank of New York and anticipate that they will continue to do so.

DESCRIPTION OF CAPITAL STOCK

The following is a description of the material

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any then outstanding indebtedness, and subject to the aggregate liquidation preference and participation rights of any preferred stock then outstanding. The issuance of additional shares of authorized stock by USS may occur at such times and under such circumstances as to have a dilutive effect on earnings per share and on the equity ownership of the holders of common stock.

Stock Transfer Agent and Registrar

USS acts as its own transfer agent at the following address: United States Steel Corporation, Shareholders Services Department, 600 Grant Street, Room 611, Pittsburgh, PA 15219-2800. USS is also the registrar for its common stock and preferred stock.

Wells Fargo Shareowner Services, 161 N. Concord Exchange, South St. Paul, MN 55075 serves as co-transfer agent.

Rights Plan

The following is a brief description of the terms of the stockholders rights plan set forth in the Rights Agreement between USS and Mellon Investor Services LLC, as Rights Agent.

The purpose of the Rights Agreement is to:

- Give our board of directors the opportunity to negotiate with any persons seeking to obtain control of USS;
- Deter acquisitions of voting control of USS without assurance of fair and equal treatment of all USS stockholders; and
- Prevent a person from acquiring in the market a sufficient amount of voting power to be in a position to block an action sought to be taken by our stockholders.

The exercise of the Rights would cause substantial dilution to a person attempting to acquire USS on terms not approved by our board of directors and would therefore significantly increase the price that person would have to pay to complete the acquisition. The Rights Agreement may deter a potential acquisition or tender offer.

Under the Rights Agreement, the Right to purchase from USS one-hundredth of a share of Series A Junior Preferred Stock, no par value (the "Junior Preferred Stock"), at a purchase price of \$110 in cash, subject to adjustment, is attached to each share of common stock.

The Rights will expire at the close of business on December 31, 2011, unless that date is extended or the rights are earlier redeemed or exchanged by USS as described below.

Until the Rights are distributed, they will:

- Not be exercisable;
- Be represented by the same certificates that represent the common stock; and
- Trade together with the common stock.

If the Rights are distributed, they will become exercisable, and USS would issue separate certificates representing the Rights, which would trade separately from USS' common stock.

The Rights would be distributed upon the earlier of

- 10 business days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") has acquired (except pursuant to a Qualifying Offer (defined in the

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Rights Agreement as an all-cash tender offer for all outstanding shares of common stock meeting certain prescribed requirements)), or obtained the right to acquire, beneficial ownership of common stock representing 15% or more of the total voting power of all outstanding shares of common stock (the “Stock Acquisition Date”), or

- 10 business days (or upon such later date as may be determined by the board of directors) following the commencement of a tender offer or exchange offer (other than a Qualifying Offer) that would result in a person or a group beneficially owning common stock representing 15% or more of the total voting power of all outstanding shares of common stock.

However, an “Acquiring Person” will not include USS, any of its subsidiaries, any of its employee benefit plans or any person organized pursuant to those employee benefit plans or a person acquiring pursuant to a Qualifying Offer. The Rights Agreement also contains provisions designed to prevent the inadvertent triggering of the Rights by institutional or certain other stockholders.

If a person or group becomes the beneficial owner of common stock representing 15% or more of the total voting power of all outstanding shares of common stock (except pursuant to a Qualifying Offer), the Rights “flip-in” and entitle each holder of a Right (other than the Acquiring Person and certain related parties) to receive, upon exercise, common stock (or in certain circumstances, cash, property, or other securities of USS), having a value equal to two times the exercise price of the Right. However, Rights are not exercisable until such time as the s e Ri h

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A holder of Rights will not, as such, have any rights as a shareholder of USS, including rights to vote or receive dividends.

The purchase price payable upon exercise of the Rights is subject to adjustment from time to time to prevent dilution, subject to the qualifications set forth in the rights agreement:

- In the event of a stock dividend on, or a subdivision, combination or reclassification of, the Junior Preferred Stock;
- If holders of Junior Preferred Stock are granted certain rights or warrants to subscribe for Junior Preferred Stock or securities convertible into Junior Preferred Stock at less than the market price of the Junior Preferred Stock; or
- Upon the distribution to holders of the Junior Preferred Stock of evidences of indebtedness or assets (excluding regular quarterly cash dividends) or of subscription rights or warrants (other than those referred to above).

At any time prior to the distribution of the Rights, the board of directors may amend any provision of the Rights Agreement. After the distribution of the Rights, the board of directors may amend the provisions of the Rights Agreement in order to:

- Cure any ambiguity;
- Correct any defective or inconsistent provision;
- Shorten or lengthen any time period under the Rights Agreement, subject to the limitations specified in the rights agreement; or
- Make changes that will not adversely affect the interests of the holders of Rights (other than an Acquiring Person and certain related parties); *provided*, that no amendment may be made when the Rights are not redeemable.

The distribution of the Rights will not be taxable to USS or its stockholders. A stockholder may recognize taxable income in the event that the Rights become exercisable for common stock (or other consideration) of USS or common stock of an acquiring company.

This description is only a summary of the material provisions of the rights agreement. We urge you to read the Rights Agreement because it, and not this description, defines your rights as holders of Rights. A copy of the Rights Agreement is available free of charge from the Rights Agent by writing to Mellon Investor Services, LLC at 500 Grant Street, Room 2122, Pittsburgh, Pennsylvania 15219 or from USS. (See "Where You Can Find More Information.")

Delaware Law, Our Certificate of Incorporation and Bylaws

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with an “interested stockholder” for a period of three years following the time that the person became an interested stockholder, unless:

- Prior to the time that the person became an interested stockholder the corporation’s board of directors approved either the business combination or the transaction that resulted in the stockholder’s becoming an interested stockholder;
- Upon consummation of the transaction which resulted in the stockholder’s becoming an interested stockholder, the stockholder owned at least 85% of the outstanding voting stock of the corporation at the time the transaction commenced, exclk

DESCRIPTION OF CONVERTIBLE OR EXCHANGEABLE SECURITIES

If any Debt Security, Preferred Stock, depositary shares representing fractional shares of preferred stock or Warrant is converted or exchanged into any other security the conversion or exchange terms thereof will be set forth in the Prospectus Supplement issued for the sale of such convertible or exchangeable security. These terms will include some or all of the terms described for Warrants.

DESCRIPTION OF STOCK PURCHASE CONTRACTS AND STOCK PURCHASE UNITS

USS may issue stock purchase contracts, including contracts obligating holders to purchase from us, and us to sell to holders, a specified number of shares of common stock at a future date or dates. The consideration per share of common stock may be fixed at the time the stock purchase contracts are issued or may be determined by reference to a specific formula described in the stock purchase contracts. USS may issue the stock purchase contracts separately or as a part of stock purchase units consisting of a stock purchase contract and one or more shares of our preferred stock or debt securities or debt obligations of third parties (including U.S. Treasury securities) securing the holders' obligations to purchase the shares of common stock under the stock purchase contracts. The stock purchase contracts may require us to make periodic payments to the holders of stock purchase units or vice-versa. These payments may be unsecured or pre-funded on some basis. The stock purchase contracts may require holders to secure their obligations in oak purdions

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Indemnification

We may indemnify underwriters, dealers,

