

8,000,000 Shares

[USS LOGO]

UNITED STATES STEEL CORPORATION

Common Stock

United States Steel Corporation is offering 8,000,000 shares of its common stock.

Our common stock is listed on the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange under the symbol "X". The last reported sale price of the common stock on the New York Stock Exchange on March 3, 2004 was \$38.78 per share.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 2 OF THE ACCOMPANYING PROSPECTUS.

<Table>
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	PRICE TO PUBLIC	UNDERWRITING DISCOUNTS AND COMMISSIONS	PROCEEDS TO UNITED STATES STEEL CORPORATION
	-----	-----	-----
<S>	<C>	<C>	<C>
Per Share.....	\$38.50	\$1.73	\$36.77
Total.....	\$308,000,000	\$13,840,000	\$294,160,000

To the extent that the underwriters sell more than 8,000,000 shares of common stock, the underwriters have the option to purchase up to an additional 1,200,000 shares from United States Steel Corporation at the initial price to public less the underwriting discount.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The underwriters expect to deliver the shares against payment in New York, New York on March 9, 2004.

GOLDMAN, SACHS & CO.	JPMORGAN	MORGAN STANLEY
LEHMAN BROTHERS		UBS INVESTMENT BANK

March 3, 2004

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and certain other matters relating to United States Steel Corporation. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to this offering, and sets forth the risk factors related to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If the information in the prospectus supplement differs from the information in the accompanying prospectus, the information in the prospectus supplement supersedes the information in the accompanying prospectus.

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THE OFFERING

	<C>
Common stock offered.....	8,000,000 shares
Common stock to be outstanding immediately after the offering.....	113,187,055 shares
Over-allotment option.....	1,200,000 shares
New York Stock Exchange symbol.....	X

The number of shares of common stock assumed to be outstanding after this offering is based on 105,187,055 shares of our common stock outstanding as of March 2, 2004, before giving effect to this offering, and excludes 15,632,458

shares of our common stock authorized but unissued under dividend reinvestment
and employee benefit

not in compliance with the restricted payment tests and we have made restricted payments up to the amount otherwise permitted under the Senior Notes, we would be unable to pay dividends on our common stock.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and our capitalization at December 31, 2003, (i) on an actual basis and (ii) on an as adjusted basis to give effect to the sale by us of 8,000,000 shares of common stock at the public offering price of \$38.50 per share, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us, and the redemption of 35% of the aggregate principal amount of our 10 3/4% Senior Notes due August 1, 2008.

The financial data at December 31, 2003 in the following table is derived from our audited financial statements as of and for the year ended December 31, 2003. The following data is qualified in its entirety by our financial statements and other information included elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus.

<Table>
<Caption>

(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

AS OF DECEMBER 31, 2003

ACTUAL AS ADJUSH

that accumulate earnings to avoid U.S. federal income tax, that are subject to special treatment under the Internal Revenue Code of 1986, as amended (the "Code"). Such non-U.S. holders should consult their own tax advisors to determine the U.S. federal, state, local and other tax consequences that may be relevant to them. Furthermore, the discussion below is based upon the provisions of the Code, and regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be repealed, revoked or modified so as to ~~be~~ ~~subject~~ ~~to~~ ~~U.S.~~ ~~federal~~ ~~income~~ ~~and~~ ~~estate~~ ~~tax~~ ~~consequences~~ ~~until~~

of 1,200,000 shares from us to cover such sales. They may exercise that option for 30 days. If any shares are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

The following table shows the per share and total underwriting discounts and commissions we have agreed to pay to the underwriters. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase 1,200,000 additional shares.

Paid by U. S. Steel

<Table>

<Caption>

	No Exercise	Full Exercise
	-----	-----
<S>	<C>	<C>
Per Share.....	\$ 1.73	\$ 1.73
Total.....	\$13,840,000	\$15,916,000

</Table>

Shares sold by the underwriters to the public will initially be offered at the initial public offering price set forth on the cover of this prospectus supplement. Any shares sold by the underwriters to securities dealers may be sold at a discount of up to \$1.03 per share from the initial public offering price. Any such securities dealers may resell any shares purchased from the underwriters to certain other brokers or dealers at a discount of up to \$0.10 per share from the initial public offering price. If all the shares are not sold at the initial public offering price, the representatives may change the offering price and the other selling terms.

U. S. Steel and its executive officers and directors have agreed with the underwriters not to dispose of or hedge any of their co 00.. for s tdr

participate in various employee benefit plans offered by United States Steel and own common stock of United States Steel.

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8,000,000 Shares

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