

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant / /
Filed by a party other than the Registrant /X/

Check the appropriate box:
/X/ Preliminary Proxy Statement
/ / CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE
14a-6(e)(2))
/ / Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to Section 240.14a-12

United States Steel Corporation

(Name of Registrant as Specified In Its Charter)

Merrill Corp.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4)
and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
on April 29, 2003

We will hold our 2003 annual meeting of stockholders in Salons III and IV of the Townsend Hotel, One Hundred Townsend Street, Birmingham, Michigan 48009 on Tuesday, April 29, 2003 at 10:00 A.M. Eastern Time, in order to:

- - elect four Class II directors,
- - elect independent accountants for 2003,
- - amend the Certificate of Incorporation to increase the number of authorized shares of common stock to 400 million and the number of authorized shares of preferred stock to 40 million at lldeComCde meetⁱⁿ t^{ed}

- - WHAT MAY I VOTE ON?

You may vote on:

- the election of four nominees to serve as Class II directors,
- the election of Pricewaterhou*§

Circumstances such as proxy contests. The vote tabulators, who are U. S. Steel employees, and the inspector of election, who is independent, are required to execute confidentiality agreements.

- - HOW WILL VOTING BE CONDUCTED ON OTHER MATTERS RAISED AT THE MEETING?

If any matters are presented at the meeting other than the proposals on the proxy card, the proxy committee will vote on them using their best judgment. Your signed proxy card, or your telephone or Internet vote, gives them the authority to do this. Under our by-laws, notice of any matter to be presented by a stockholder for a vote at the meeting must have been received by our Corporate Secretary on or after December 26, 2002 and no later than January 25, 2003, and it must have been accompanied by certain information about the stockholder presenting it. We have not received notice of any matter to be presented other than those on the proxy card.

- - WHEN MUST SHAREHOLDER PROPOSALS BE SUBMITTED FOR THE 2004 ANNUAL MEETING?

Shareholder proposals submitted for inclusion in our 2004 proxy statement must be received in writing by our Corporate Secretary no later than 5:00 P.M. Eastern Time on November 15, 2003. Shareholder proposals submitted outside the process for inclusion in the proxy statement must be received from stockholders of record on or after December 30, 2003 and no later than January 29, 2004 and must be accompanied by certain information about the stockholders making the proposals, in accordance with our by-laws.

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THE BOARD OF DIRECTORS AND ITS COMMITTEES

Under our by-laws and the laws of Delaware, U. S. Steel's state of incorporation, its business and affairs are managed under the direction of the Board of Directors. The Board met ten times in 2002. The directors spend considerable time preparing for Board and committee meetings, and they attend as many meetings as possible. The directors' attendance at meetings of the Board and its committees averaged 99.5 percent in 2002. The Board has three principal committees, all the members of which are non-employee directors. As of January 1, 2003, the Audit Committee and the Committee on Financial Policy merged to form the Audit & Financ

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d. the performance of the Corporation's internal audit function and of the independent auditor;

- preparing the report required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement; and
- being directly responsible for the appointment, compensation, and oversight of the work of the Corporation's independent auditor, which reports directly to the Committee, and having the sole authority to approve all audit engagement fees and terms, as well as all non-audit engagements with the independent auditor.

The charter describes the Committee's duties and responsibilities as including:

- retaining (subject to shareholder election) and, if necessary, terminating, the Corporation's independent auditor, while either (a) possessing the sole authority to pre-approve all audit engagement fees and terms as well as all non-audit engagements with the independent auditor or (b) setting policies and procedures permitting management to approve such fees, terms and engagements below certain specified levels;

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- at least annually, obtaining and reviewing a report by the independent auditor describing: the independent auditing firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (in order to assess the auditor's independence) all relationships between the independent auditor and the Corporation;
- discussing the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Corporation's disclosures under "Management's Discussion and Analysis", and reviewing and approving the annual financial statements, the annual report to stockholders and the Form 10-K annual report giving special consideration in such review to any material changes in accounting policy;
- discussing earnings press releases, as well as financial information and earnings guidance (if any) provided to analysts and rating agencies;
- discussing policies with respect to risk assessment and risk management;
- meeting separately, periodically and risk management.

Used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

The charter requires the Committee to perform an annual self-evaluation and also to oversee the process of evaluation of the Board, its committees, and management. It also requires that all committee members be independent directors; that they, including the chairman, be appointed by the Board; and that they be subject to the Board's policy of periodically rotating committee memberships. The Committee has the authority to delegate tasks to subcommittees, and it is required to give regular reports to the Board.

The Committee may, in appropriate circumstances and at Corporation expense, hire independent advisors, including counsel.

The Committee reviews its charter during its first meeting of each calendar year.

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COMPENSATION OF DIRECTORS

Our by-laws provide that each non-employee director be paid allowances and attendance fees as the Board may from time to time determine. Directors who are employees of U. S. Steel receive no compensation for their service on the Board. We pay our non-employee directors as follows:

<Table>

<S>	<C>
ANNUAL RETAINER	\$ 60,000

COMMITTEE R *\$

Lucchino was named to the United States National Commission on Libraries and Information Science (NCLIS) by President Clinton and was confirmed by the Senate. He served on the Commission until July 1999.

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[PHOTO OF SETH E. SCHOFIELD]

SETH E. SCHOFIELD

DIRECTOR SINCE 2001

AGE 63

RETIRED CHAIRMAN AND CHIEF EXECUTIVE OFFICER, USAIR GROUP

Mr. Schofield graduated from the Harvard Business School Program for Management Development in 1975. He served in various corporate staff positions after joining USAir in 1957 and became Executive Vice President-Operations in 1981. Mr. Schofield served as President and Chief Operating Officer from 1990 until 1991. He was elected President and Chief Executive Officer in 1991 and became Chairman of the boards of USAir Group and USAir, Inc. in 1992. He retired in January 1996. Mr. Schofield is a director of Marathon Oil Corporation, Calgon Carbon Corporation, and Candlewood Hotel Company, Inc. He is also an Advisory Board member of Desai Capital Management.

[PHOTO OF JOHN P. SURMA]

JOHN P. SURMA

DIRECTOR SINCE 2001

AGE 48

PRESIDENT, UNITED STATES STEEL CORPORATION

Mr. Surma received a BS degree in accounting from Pennsylvania State University in 1976 and joined Price Waterhouse LLP at that time. He was admitted to the partnership in 1987. He joined Marathon Oil Company in February, 1997 as Senior Vice President, Finance and Accounting. He was named Senior Vice President, Finance and Accounting in February, 2000. He was named Senior Vice President, Finance and Accounting in February, 2000.

University in industrial administration. Mr. Dorrance begra

ELECTION OF INDEPENDENT ACCOUNTANTS

PricewaterhouseCoopers LLP (PwC) has served as independent accountants of U. S. Steel since its creation in 2001 and served as independent accountants of USX Corporation, which included the U. S. Steel Group, for many years. We believe that their knowledge of U. S. Steel's business and its organization gainedniHess and

AUDIT & FINANCE COMMITTEE REPORT

Our committee has reviewed and discussed U. S. Steel's audited financial statements for 2002 with U. S. Steel's management. We have discussed with the independent auditor, PricewaterhouseCoopers LLP (PwC), the matters required to be discussed by Statements on Auditing Standards No. 61, as amended by Statements No. 89 and No. 90 (Communication with Audit Committees), as may be modified or supplemented. We have received the written disclosures and the letter from PwC required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as may be modified or supplemented, and we have discussed with PwC its independence. Based on the review and discussions referred to above, we recommended to the Board that the audited financial statements for U. S. Steel be included in U. S. Steel's Annual Report on Form 10-K for 2002 for filing with the Securities and Exchange Commission.

Charles R. Lee, Chairman
J. Gary Cooper
Robert J. Darnall
Shirley Ann Jackson
Frank J. Lucchino
Seth E. Schofield
Douglas C. Yearley

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INFORMATION REGARDING THE INDEPENDENCE OF THE INDEPENDENT PUBLIC ACCOUNTANTS

AUDIT FEES

Aggregate fees for professional services rendered for PwC's audit of U. S. Steel's annual financial statements for 2002 and for its reviews of the financial statements included in U. S. Steel's Forms 10-Q for 2002 were \$1.6 million.

FINANCIAL INFORMATION SYSTEMS DESIGN AND IMPLEMENTATION FEES

Aggregate fees for professional services rendered by PwC for 2002 as described in Paragraph (c)(4)(ii) of Rule 2-01 of Regulation S-X were zero.

ALL OTHER FEES

Aggregate fees for services rendered for 2002 by PwC, other than the services described in the previous two paragraphs, were \$1.9 million. These fees were primarily for audit-related services provided to prepare for the potential sale of the raw materials and transportation businesses and for tax advisory services.

COMPATIBILITY OF PRICEWATERHOUSECOOPERS' SERVICES WITH ITS INDEPENDENCE

The Audit & Finance Committee has considered whether PwC's provision of the services covered under the headings "Financial Information Systems Design and Implementation Fees" and "All Other Fees" above is compatible with maintaining PwC's independence, and the committee has determined that it is.

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SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the number of shares of U. S. Steel common stock beneficially owned as of January 31, 2003 (February 25, 2003 for Mr. Drosdick, who joined the Board on that date) by each director, by each executive officer named in the Summary Compensation Table and by all directors and executive officers as a group. No director or executive officer beneficially owned, as of the applicable date, any equity securities of U. S. Steel other than those shown.

<Table>
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NAME	SHARES
J. Gary Cooper(1)(2)	5,806
Robert J. Darnall(1)	9,251
Roy G. Dorrance(2)(3)	427,788
John G. Drosdick(1)	2,083
John H. Goodish(2)(3)	100,176

Shirley Ann Jackson(1)(2)	5,765
Charles R. Lee(1)	13,418
Frank J. Lucchino(1)	4,286
Dan D. Sandman(2)(3)	353,594
Seth E. Schofield(1)(2)	7,823
John P. Surma(2)(3)	195,658
Thomas J. Usher(2)(3)	1,454,793
Douglas C. Yearley(1)	7,623
All Directors and Executive Officers as a group	3,785,293
(21 persons)(1)(2)(3)(4)	

</Table>

(1) Includes Common Stock Units credited under the United States Steel Corporation Deferred Compensation Plan for Non-Employee Directors as follows:

<Table>
<Caption>

NAME	COMMON STOCK UNITS
<S>	<C>
J. Gary Cooper	4,753
Robert J. Darnall	6,251
John G. Drosdick	2,083
Shirley Ann Jackson	4,729
Charles R. Lee	12,218
Frank J. Lucchino	2,286
Seth E. Schofield	6,664
Douglas C. Yearley	6,623

</Table>

(2) Includes shares held under the U. S. Steel Savings Fund Plan, the U. S. Steel Dividend Reinvestment and Direct Stock Purchase Plan, the ~~Marathon Oil~~ Company Thrift Plan and the 2002 Stock Plan.

(3) Includes shares which may be acquired upon exercise of outstanding options as follows (all options other than those granted on May 28, 2002 are currently exercisable): Mr. Usher: 1,281,400; Mr. Surma: 150,000; Mr. Sandman: 292,325; Mr. Dorrance: 361,000; Mr. Goodish: 86,750; and all directors and executive officers as a group: 3,253,395.

(4) Total shares beneficially owned in each case constitute less than one percent of the outstanding shares except that Mr. Usher beneficially owned 1.4 percent and all directors and executive officers as a group owned 3.7 percent of the common stock.

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EXECUTIVE COMPENSATION

2002 was United States Steel Corporation's first year of operation. Accordingly, the following table sets forth certain information concerning the compen

NAME		12		SALARY AND		OTHER		RESTRICTED	
ALL				BONUS		ANNUAL		STOCK	
AND				TOTAL		COMPENSATION		AWARD(S)	
OPTIONS/		OTHER		SALARY		BONUS		SARs	
PRINCIPAL				(\$)		(\$)		(\$)(1)	
COMPENSATION				(\$)		(\$)		(#)(2)	
POSITION		YEAR		(\$)		(\$)		(\$)(1)	
(\$)(3)				(\$)		(\$)		(#)(2)	
<S>		<C>		<C>		<C>		<C>	
<C>									
T. J. USHER		2002		1,100,000		1,243,000		2,343,000	
74,957								12,858	
Chairman of the		2001		1,400,000		1,40*		663,488	
								500,000	

including continued employment and achievement of business performance standards. Dividends are paid on restricted stock. Shown below is the vesting schedule for restricted stock scheduled to vest less than three years from the date of grant, together with the number and value, as of December 31, 2002, of the aggregate holdings of restricted stock for each of the executive officers named in the Summary Compensation Table. Vesting shown assumes achievement of business performance at peer-group standard (as described in the Compensation & Organization Committee Report).

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FOOTNOTES TO SUMMARY COMPENSATION TABLE CONTINUED:

FOOTNOTE 1 CONTINUED:

<Table>
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RESTRICTED SHARES HOLDINGS	VESTING SCHEDULE FOR RESTRICTED STOCK					UNVESTED AGGREGATE	
	DATE GRANTED	STOCK	MAY 2003 (SHARES)	MAY 2004 (SHARES)	MAY 2005 (SHARES)	STOCK	SHARES
VALUE AS OF DECEMBER 31, 2002(\$)							
T. J. Usher 425,263	May 28, 2002	U. S. Steel	26,000	0	0	U. S. Steel	32,500
228,988	May 30, 2000	U. S. Steel	14,000	0	0	U. S. Steel	17,500
J. P. Surma 588,825	May 28, 2002	U. S. Steel	15,000	15,000	15,000	U. S. Steel	45,000
D. D. Sandman 485,781	May 28, 2002	U. S. Steel	12,375	12,375	12,375	U. S. Steel	37,125
103,044	May 30, 2000	U. S. Steel	2,625	2,625	2,625	U. S. Steel	7,875
R. G. Dorrance 471,060	May 28, 2002	U. S. Steel	12,000	12,000	12,000	U. S. Steel	36,000
117,765	May 30, 2000	U. S. Steel	3,000	3,000	3,000	U. S. Steel	9,000
J. H. Goodish 19,628	May 28, 2002	U. S. Steel	500	500	500	U. S. Steel	1,500
29,441	May 29, 2001	U. S. Steel	750	750	750	U. S. Steel	2,250
49,069	May 30, 2000	U. S. Steel	1,250	1,250	1,250	U. S. Steel	3,750

- </Table>
- (2) All option shares listed except (a) those granted to Mr. Surma by Marathon and by Ashland, Inc. in 2000 and 2001, and by Ashland, Inc. in 2002, (b) 6,000 granted to Mr. Dorrance, and (c) 18,000 granted to Mr. Goodish, were granted with tandem stock appreciation rights ("SARs").
- (3) This column includes amounts contributed by U. S. Steel under the U. S. Steel Savings Fund Plan, and for 2000 and 2001 by USX under the USX Savings Fund Plan or the Marathon Thrift Plan, and the related supplemental savings plans. Such amounts for 2002 were \$66,000 for Mr. Usher, \$27,000 for Mr. Surma, \$31,200 for Mr. Sandman, \$25,200 for Mr. Dorrance and \$16,200 for Mr. Goodish. Also included are amounts representing the imputed income attributable to (and, for 2000 and 2001, premiums paid for) split-dollar life insurance protection provided by U. S. Steel. Such amounts for 2002 were \$6,207 for Mr. Usher, \$866 for Mr. Surma, \$1,479 for Mr. Sandman,

TERM (\$)(4)		OPTIONS/ SARs	GRANTED TO EMPLOYEES	PRICE PER SHARE		FOR OPTION	
-----		GRANTED(1)	IN 2002(3)	(\$)	EXPIRATION DATE	0%	5%
NAME OR GROUP 10%	STOCK						

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
T. J. Usher 11,673,000	U.S. Steel	500,000(2)	27.4%	20.4150	May 28, 2010	0	4,873,500
J. P. Surma 3,501,900	U.S. Steel	150,000(2)	8.2%	20.4150	May 28, 2010	0	1,462,050
91,867	Ashland, Inc.	3,935	.5%	28.13	October 20, 2011	0	38,354
D. D. Sandman 3,501,900	U.S. Steel	150,000(2)	8.2%	20.4150	May 28, 2010	0	1,462,050
R. G. Dorrance 3,501,900	U.S. Steel	150,000(2)	8.2%	20.4150	May 28, 2010	0	1,462,050
J. H. Goodish 1,167,300	U.S. Steel	50,000(2)	2.7%	20.4150	May 28, 2010	0	487,350
All Stockholders 2,392,965,000	U.S. Steel	N/A	N/A	20.4150	N/A	0	999,067,500
1,593,218,051	Ashland, Inc.	N/A	N/A	28.13	N/A	0	665,171,607
All Optionees 42,611,119	U.S. Steel	1,825,200	100.0%	20.4150	May 28, 2010	0	17,790,224
19,723,681	Ashland, Inc.	844,842	100.0%	28.13	October 20, 2011	0	8,234,675
All Optionees' 1.8%	U.S. Steel	N/A	N/A	20.4150	N/A	0	1.8%
Gain as % of 1.2%	Ashland, Inc.	N/A	N/A	28.13	N/A	0	1.2%
All Stockholders' Gain							

</Table>

(1) All options are exercisable on May 28, 2003.

(2) These options were granted with tandem SARs, which have the same exercise date as the underlying options. Upon the exercise of an SAR, an optionee receives an amount, in cash and/or shares, equal to the excess, for a specified number of shares, of (a) the fair market value of a share on the date the SAR is exercised (except that for any SAR exercised during the 10-business-day period beginning on the third business day following the release of U. S. Steel's quarterly earnings, the Compensation & Organization Committee may, in its sole discretion, establish a uniform fair market value of a share for such period which shall not be more than the highest daily fair market value and shall not be less than the lowest daily fair market value during such 10-business-day period) over (b) the exercise or base price per share.

(3) Indicates percentage of total option shares granted.

(4) The dollar amounts under these columns are the result of calculations at 0% and at the 5% and 10% rates set by the Securities and Exchange Commission and therefore are not intended to forecast possible future appreciation, if any, of the price of the stock. We have not used an alternative formula for a grant date valuation, as we are not aware of any formula which will determine with reasonable accuracy a present value based on future unknown or volatile factors. Amounts shown for All Stockholders represent the potential realizable value assuming appreciation at the rates indicated based on the exercise or base price per share, the expiration date applicable to the May 28, 2002 grants and the number of outstanding shares as of December 31, 2002.

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OPTION EXERCISES AND YEAR-END VALUES

The following table sets forth certain information concerning options to purchase common stock and stock appreciation rights ("SARs") exercised by each executive officer named in the Summary Compensation Table during 2002 together with the total number of options and SARs outstanding at December 31, 2002 and the value of such options.

AGGREGATED 2002 OPTION/SAR EXERCISES

AND

DECEMBER 31, 2002 OPTION/SAR VALUES

<Table>
<Caption>

NAME	NO. OF SHARES UNDERLYING OPTIONS/SARs EXERCISED	TOTAL VALUE REALIZED (\$)	NO. OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARs AT DECEMBER 31, 2002	TOTAL VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARs AT DECEMBER 31, 2002 (\$)
<S>	<C>	<C>	<C>	<C>
T. J. Usher	0	-	2,382,500(1)	0
J. PPPPPPPPP	TT			

For each of the above elements of compensation, the Committee exercises its discretion in the subjective consideration of the factors described below and within the limitations of the various plans.

SALARY

Salary administration at U. S. Steel begins with the development, and periodic adjustment, of salary structures for executive officers employed at the corporate level and at each major business unit. Each executive officer's position is assigned a salary grade with an associated salary range. The two major objectives in developing salary structures and assigning grades are to maintain:

1. external competitiveness - the midpoint of the salary range for each position is near the average midpoint for similar positions at comparable companies and
2. internal equity - each position's grade in the unit's hierarchy of positions accurately reflects its relative "value".

The data used in developing and adjusting salary structures are obtained from surveys coordinated by independent consultants, with each unit having its own sources of relevant data.

The Committee makes decisions on salary increases and, occasionally - when business conditions dictate - salary decreases. When we determine salary increases, the highest weighting is given to performance; but other factors are also considered, such as experience and time in position. Once an executive officer's salary has passed the midpoint for the position, increases seldom exceed amounts necessary to maintain the salary near the midpoint, assuming performance merits such increases. Therefore, incentive

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opportunities provide the primary basis for significant increases in compensation. The salaries shown for the officers named in the Summary Compensation Table reflect the results of salary reviews and related actions taken by the Committee.

SHORT-TERM INCENTIVE AWARDS

U. S. Steel's short-term incentive (bonus) opportunities for executive officers are designed to provide awards near the average of those provided by similar companies for on-target performance. However, our incentive plans are designed to provide exceptional rewards for superior performance and lower rewards for below-average performance. The Committee intends to make bonus awards under the Annual Incentive Compensation Plan, as well as under the Senior Executive Officer Annual Incentive Compensation Plan, the latter of which was developed specifically to retain the Corporation's tax deduction for awards made to the officers named in the Summary Compensation Table and was approved by the stockholders of USX and of the U. S. Steel Group on October 25, 2001.

SENIOR EXECUTIVE OFFICER ANNUAL INCENTIVE COMPENSATION PLAN

This plan provides for awards based on pre-established performance measures specifically related to steel shipments, worker safety, workforce diversity, environmental emissions improvements and common stock performance. For each performance measure, the applicable portion of the bonus will only be awarded if performance reaches the minimum, or threshold, level for that measure.

The Committee certified in writing prior to payment of awards for the year 2002 that the pre-established, applicable performance levels (measured for incentive compensation purposes) required under the Senior Executive Officer Annual Incentive Compensation Plan were satisfied.

OTHER PLANS

The Committee also administers other bonus plans in which corporate and business unit executive officers participate. These plans were developed specifically for U. S. Steel employees. The Committee makes awards based on performance comparisons with the current business plan, with previous years' results and with peer groups on the basis of such financial measures as income, cash flow and return on capital employed, as measured for incentive compensation purposes, as well as individual objectives. In addition, non-financial measures, such as safety performance (compared with the prior year's industry average) and environmental and diversity performance are considered. In determining awards under these plans, consideration is also given to the absolute levels of income and cash flow. When making awards to executive officers under these plans, the Committee gives such weight to the various factors as it deems appropriate.

Based on consideration of other factors, the Committee may reduce or eliminate a short-term incentive award that would otherwise be payable under the above discussed plans.

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LONG-TERM INCENTIVE AWARDS

Long-term incentive awards are of major importance in the mix of compensation elements because these awards provide the most direct link to the returns that you, as U. S. Steel stockholders, receive. The USX and the U. S. Steel Group stockholders approved the 2002 Stock Plan on October 25, 2001. We administer this plan, under which we may grant (1) stock options, (2) stock appreciation rights and/or (3) restricted stock. Our stock options and restricted stock meet the requirements for deductibility under the tax laws.

STOCK OPTION GRANTS

The Committee makes stock option grants that we believe to be reasonable and in line with other compensation. The number of shares granted will generally reflect an employee's level of responsibility. Following normal annual grant practices, the Committee granted stock options in May 2002.

RESTRICTED STOCK GRANTS

The Committee established, for each recipient, an annual target level of restricted stock shares based on the same factors as those considered in granting stock options. A major grant is made to cover five years, with the intention that one fifth of the shares will vest each year if performance is at the target level. The Committee vests restricted stock at levels higher or lower than annual targets, depending on performance.

A major grant was made in 2000 by the USX Committee, to cover the five-year performance period ending with 2004. We will make interim grants only to permit vesting at the target level for the number of years remaining in the period. To emphasize the long-term nature of the awards, vesting decisions have been and will continue to be based on three-year average performance, which is compared with three-year peer-group performance for relevant businesses.

Vesting of restricted stock shares is based on pre-established performance measures specifically related to the responsibilities of plan participants. We can vest a portion of the annual target shares only if performance reaches the minimum, or threshold, level established for that period.

In May 2002, the three-year (1999-2001) average performance of U. S. Steel was compared by the Committee with that of competitors for the measures shown below. This comparison has provided the primary basis for the determination of vesting levels for restricted stock. However, vesting levels may be reduced (or eliminated entirely) based on other factors considered relevant by the Committee.

PERFORMANCE MEASURE

- - Income from operations as a percent of capital employed
- - Income from operations per ton shipped
- - Operating cash flow as a percent of capital employed
- - Safety performance

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Prior to vesting restricted stock shares in the year 2002, the Committee certified in writing that the pre-established applicable performance levels required under the 2002 Stock Plan were satisfied.

The Committee periodically compares data on long-term incentive grants made at other companies with those made at U. S. Steel. Our objective in making grants under the 2002 Stock Plan is to provide opportunities to receive above-average compensation (compared with that of similar companies) when performance is above the target level.

Overall, executive compensation at U. S. Steel is designed to provide total pay that is above average when both short- and long-term incentive goals are exceeded.

In addition to the compensation comparisons described above, the Committee annually compares the salary, bonus and long-term incentive payouts for the CEO and U. S. Steel's other top officers with the same elements for similar positions at comparable companies.

With respect to the compensation comparisons that we make, we believe that the companies with which U. S. Steel competes for employees are not necessarily limited to the companies with which shareholder returns would logically be compared. The comparison groups used in the performance graphs include the Standard & Poor's 500 Stock Index and the Standard & Poor's Steel Index. The companies used for comparing compensation reflect similarities to U. S. Steel and its operating groups in such factors as line of business (when relevant), size and complexity. Therefore, the compositions of the groups of companies used for compensation comparisons are not identical to those of the comparison groups shown in the Shareholder Return Performance Presentation.

Mr. Usher's 2002 compensation reflects the same elements and the same factors

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SHAREHOLDER RETURN PERFORMANCE PRESENTATION

The line graph below compares the yearly change in cumulative total stockholder return of our common stock with the cumulative total return of the Standard & Poor's 500 Stock Index and the S&P Steel Index. The S&P Steel Index is made up of U. S. Steel, Nucor Corporation, Allegheny Technologies Incorporated and Worthington Industries, Inc. This is the first year we have used the S&P Steel Index. Until this year, we used a group of peer issuers selected by us in good faith which we called the "Steel Index". This Steel Index is defined in a footnote to the graph. We decided to stop using it because so many of the companies in it have filed for bankruptcy. This is the last year we will show it.

[CHART]

COMPARISON OF CUMULATIVE TOTAL RETURN(1)
ON \$100 INVESTED IN U. S. STEEL STOCK ON DECEMBER 31, 1997
VS.
S&P 500 INDEX, S&P STEEL INDEX AND STEEL INDEX

PLOT POINTS FOR 2003 PROXY CHARTS

<Table>
<Caption>

	U.S. STEEL COMM STOCK -----	S&P 500 INDEX -----	STEEL INDEX(2) -----	S&P STEEL INDEX -----
<S>	<C>	<C>	<C>	<C>
12/31/97	100	100	100	100
12/31/98	76	129	96	87
12/31/99	114	156	84	95
12/31/0	65	141	30	60
12/31/1	68	125	32	77
12/31/2	50	97	21	66

</Table>

(1) Total return assumes reinvestment of dividends.

(2) The Steel Index consists in part of the common stocks of AK Steel Corporation, Bethlehem Steel Corporation and National Steel Corporation for the period December 31, 1997 through December 31, 2002. It also includes the common stock of LTV Corporation for the period December 31, 1997 through December 31, 2001. LTV Corporation filed for bankruptcy protection and its former steel assets are now operated by International Steel Group, which is not publicly traded. Bethlehem Steel Corporation and National Steel Corporation are currently in bankruptcy.

TRANSACTIONS

In the regular course of its business since January 1, 2002, U. S. Steel and its subsidiaries have had transactions with entities with which certain directors were affiliated. Such transactions were in the ordinary course of business and at competitive prices and terms. We do not consider any such director to have a material interest in any such transaction. We anticipate that similar transactions will occur in 2003.

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PENSION BENEFITS

The United States Steel Corporation Plan for Non-Union Employee Pension Benefits ("Steel Pension Plan") is comprised of two defined benefits. One is based on final earnings and the other on career earnings. Directors who have not been employees of U. S. Steel do not receive any benefits under the Plan. The following table shows the annual final earnings pension benefits which would be payable for retirement at age 65 (or earlier under certain circumstances) with the various levels of eligible earnings and years of service shown. The benefits are based on a formula of a specified percentage (dependent on years of service) of average monthly earnings in the five consecutive years of the ten years prior to retirement in which earnings are highest. Years of service include service accrued as an employee of Marathon Oil Company, its subsidiaries and joint ventures ("Marathon"), and earnings for purposes of determining average monthly

earnings include salary earned as an employee of Marathon. As of December 31, 2002, Messrs. Usher, Surma, Sandman, Dorrance, and Goodish had 37, 5, 29, 31, and 32 years of service, respectively.

<Table>
<Caption>

AVERAGE ELIGIBLE EARNINGS FOR HIGHEST FIVE CONSECUTIVE YEARS IN TEN-YEAR PERIOD PRECEDING RETIREMENT	TABLE OF PENSION BENEFITS FINAL EARNINGS PENSION BENEFITS						
	ANNUAL BENEFITS FOR YEARS OF SERVICE						
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS	40 YEARS	45 YEARS
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
\$ 100,000	17,325	23,100	28,875	34,650	40,950	47,250	53,550
300,000	51,975	69,300	86,625	103,950	122,850	141,750	160,650
500,000	86,625	115,500	144,375	173,250	204,750	236,250	267,750
700,000	121,275	161,700	202,125	242,550	286,650	330,750	374,850
900,000	155,925	207,900	259,875	311,850	368,550	425,250	481,950
1,100,000	190,575	254,100	317,625	381,150	450,450	519,750	589,050
1,300,000	225,225	300,300	375,375	450,450	532,350	614,250	696,150
1,500,000	259,875	346,500	433,125	519,750	614,250	708,750	803,250

</Table>

The annual career earnings pension is equal to one percent of total career earnings plus a 30 percent supplement. Total career earnings include salary earned as an employee of Marathon. The estimated annual career earnings benefit payable at normal retirement age 65, assuming no increase in annual earnings, will be \$233,400 for Mr. Usher, \$121,298 for Mr. Surma, \$136,835 for Mr. Sandman, \$89,320 for Mr. Dorrance, and \$80,218 for Mr. Goodish. Earnings for the purpose of calculating both the final earnings and career earnings pensions are limited to base salary (which includes any foreign service premium) as reflected in the Summary Compensation Table.

Pensions payable under the Steel Pension Plan to participants with Marathon service include service and earnings that are also used in the calculation of benefits payable under the defined benefit pension plans sponsored by Marathon ("Marathon Pension Plans"); therefore, the Steel Pension Plan benefits for such participants are reduced by their Marathon Pension Plan benefits. Because Messrs. Surma and Sandman have earned benefits under the Marathon Pension Plans, their U.S. Steel pension benefits will be reduced, at age 65, by estimated annual Marathon pensions (assuming no increase in annual earnings) of \$6,340 and \$29,365, respectively. However the pension payable under the Steel Pension Plan cannot be reduced below the amount calculated with only U.S. Steel service and earnings.

In addition to the pension benefits described above, Messrs. Usher, Surma, Sandman, Dorrance, and Goodish participate in the United States Steel Corporation Executive Management Supplemental Pension Program ("Supplemental Pension Program") and are entitled, upon retirement after age 60, or before age 60 with U. S. Steel's consent, to the benefits shown in the table below. The benefits are based on a formula of a specific percentage, determined by years of U. S. Steel service, of the average of the three

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highest annual bonuses paid under the applicable incentive compensation plans in the ten years prior to retirement. The three most recent bonuses are reported in the Summary Compensation Table. The following table shows the annual supplemental pension which would be payable for retirement at age 65 (or earlier under certain circumstances) with the various levels of average annual bonus and years of service shown.

<Table>
<Caption>

AVERAGE ANNUAL BONUS FOR THREE HIGHEST YEARS IN TEN-YEAR PERIOD	SUPPLEMENTAL PENSION BENEFITS						
	ANNUAL BENEFITS FOR YEARS OF SERVICE						
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS	40 YEARS	45 YEARS
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
\$ 100,000	23,100	30,800	38,500	46,200	53,900	61,600	69,300
300,000	69,300	92,400	115,500	138,600	161,700	184,800	207,900
500,000	115,500	154,000	192,500	231,000	269,500	308,000	346,500
700,000	161,700	215,600	269,500	323,400	377,300	431,200	485,100
900,000	207,900	277,200	346,500	415,800	485,100	554,400	623,700
1,100,000	254,100	338,800	423,500	508,200	592,900	677,600	762,300
1,300,000	300,000	400,400	500,500	600,600	700,700	800,800	900,900
1,500,000	346,500	462,200	577,500	693,000	808,500	924,000	1,039,500
1,700,000	392,700	523,600	654,500	785,400	916,300	1,047,200	1,178,100
1,900,000	438,900	585,200	731,500	877,800	1,024,100	1,170,400	1,316,700
2,100,000	485,100	646,800	808,500	970,200	1,131,900	1,293,600	1,455,300

- - the Board no longer has a majority made up

While the fundamental responsibility for the Corporation's financial

Voting is available 24 hours a day, 7 days a week.

Do NOT return the proxy card if you have voted
by telephone or Internet.

The undersigned hereby appoint(s) Thomas J. Usher, Roy G. Dorrance, Dan D. Sandman and John P. Surma, Jr., or any of them, proxies to vote as herein directed on behalf of the undersigned at the Annual Meeting of Stockholders of United States Steel Corporation on April 29, 2003 and at any meeting resulting from an adjournment or postponement thereof and upon all other matters properly coming before the Meeting, including the proposals set forth in the proxy statement for such Meeting with respect to which the proxies are instructed to vote as follows:

PROPOSALS OF THE BOARD OF DIRECTORS --The directors recommend a vote "FOR"

<Table>
<Caption>

<S>	<C>	<C>	<C>
Proposal No. 1--Election of directors--Nominees: (01)J. Gary Cooper, AUTHORITY ---> / /	FOR ALL NOMINEES ---> / /	WITHHOLD	
ALL nominees (02)Frank J. Lucchino, (03)Seth E. Schofield,	(except as indicated)	to vote for	
(04)John P. Surma			

(To withhold authority to vote for any individual nominee strike out that nominee's name.)

Proposal No. 2--Election of PricewaterhouseCoopers LLP as independent ABSTAIN ---> / /	FOR ---> / /	AGAINST ---> / /
accountants.		

Proposal No. 3--Amendment of the Certificate of Incorporation to ABSTAIN ---> / /	FOR ---> / /	AGAINST ---> / /
increase the number of authorized shares of common stock to 400 million and the authorized shares of preferred stock to 40 million.		

</Table>

SIGNATURE(S) _____

DATED _____ 2003

Please sign exactly as your name
appears hereon, including representative
capacity where applicable. Joint owners
should both sign.

This proxy is solicited by the Board
of Directors and represents your
holdings of United States Steel
Corporation Common Stock. Unless
otherwise marked, the proxies will
vote FOR Proposals 1, 2 and 3.