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33rd Floor
U. S. Steel Tower
600 Grant Street
Pittsburgh, PA 15219

Please vote promptly either by:

telep0

Tt

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United States Steel Corporation
600 Grant Street
Pittsburgh, PA 15219-2800

Chairman of the
Board of Directors
and Chief Executive Officer

A handwritten signature in black ink, appearing to read 'John P. Swire'. The signature is written in a cursive style and is positioned in the lower-left quadrant of the page.

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Audit Committee

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Compensation & Organization Committee

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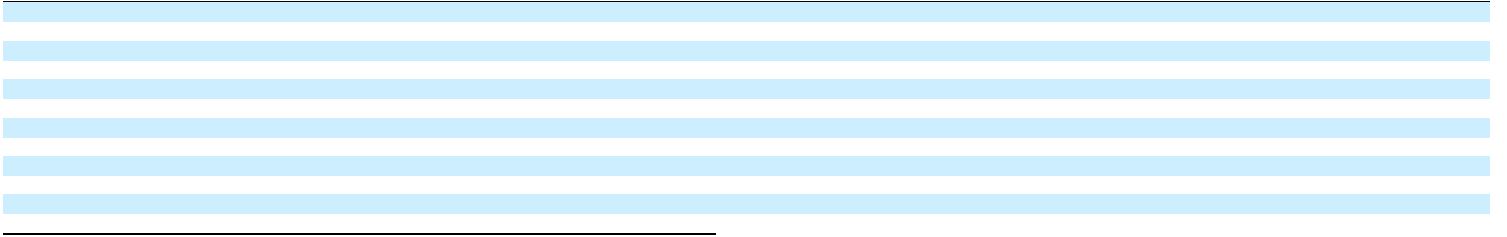
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Corporate Governance & Public Policy
Committee

Board's Role in Risk Oversight

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Communications from Security Holders and Interested Parties

Policy With Respect To Related Person Transactions

Nominees for Class I Directors



Richard A. Gephardt **Director since 2005** **Age 70**
President and Chief Executive Officer, Gephardt Group (consulting)

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Glenda G. McNeal **Director since 2007** **Age 50**
Executive Vice President and General Manager—Global Client Group, Merchant Services Americas
American Express Company (global payments, network, credit card and travel services)

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Continuing Class III Directors



Dan O. Dinges **Director since 2010** **Age 57**
Chairman, President and Chief Executive Officer, Cabot Oil & Gas Corporation
(exploration and development of oil and gas properties)



John G. Drosdick **Director since 2003** **Age 67**
Retired Chairman, Chief Executive Officer and President, Sunoco, Inc.
(petroleum and petrochemical products)

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Charles R. Lee

Director since 2001

Age 71

Retired Chairman, Verizon Communications (telecommunications)

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Information Regarding the Independence of the Independent Registered Public Accounting Firm

Audit Committee Report

Security Ownership of Certain Beneficial Owners

Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
[Redacted]			
[Redacted]			

Compensation & Organization Committee Report

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Performance and Pay Versus Peer Companies

and Pay for Performance”

Setting Executive Compensation — Compensation Assessments

“Elements of Executive Compensation – Short-Term Incentive Compensation” and “Summary Compensation Table—Discussion of the Summary Compensation Table—Non-Equity Incentive Plan Compensation”

Year	U. S. Steel (6 CEO Compensation (Ranking within Peer Group)	x\$'m (U. S. Steel NEO Compensation (All 5) (Ranking within Peer Group)	U. S. Steel Return on Capital Employed (Ranking within Peer Group)

Elements of Executive Compensation – Short-Term Incentive Awards”

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Elements of Executive Compensation – Short-Term Incentive Awards”

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Compensation – Long-Term Incentive Awards and Stock Ownership

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Elements of Executive

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Elements of Executive Compensation – Long-Term Incentives and Stock Ownership — Stock Ownership and Retention Policy

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Elements of Executive Compensation – Long-Term Incentives and Stock Ownership – Restricted Stock Units

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Award Recoupment and Revisions — Setting Executive Compensation —

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Board of Directors and its Committees – Compensation & Organization Committee

The

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“Grants of Plan-Based Awards—Discussion of the Grants of Plan-Based Awards Table—Estimated Future Payouts Under Equity Incentive Plan Awards—Performance Awards”

“Elements of Executive Compensation—Long-Term Incentive Awards and Stock Ownership—Performance Awards”

— *Summary of Key Actions and Decisions in 2009 and 2010*

Overview

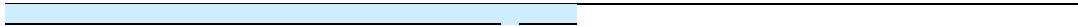
Overview – Summary of Key Actions and Decisions in 2009 and 2010

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“Setting Executive Compensation—Individual Performance,”

Overview – Summary of Key Actions and Decisions in Elrq





Actions and Decisions in 2009 and 2010

Overview – Summary of Key

“Stock Ownership and Retention Policy”

Date”

“Grants of Plan-Based Awards—Discussion of the Grants of Plan-Based Awards Table—Grant

Stock Options

Options”

“Potential Payments Upon Termination or Change in Control—Discussion of Compensation Elements—Stock

Restricted Stock Units

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Stock Ownership and Retention Policy

-
-

Position	Multiple of Salary Reference Point

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Qualified Plans

- *“Pension Benefits”*
- *“Summary Compensation Table—Discussion of Summary Compensation Table—All Other Compensation”*

Non-Qualified Plans

-
-
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Compensation”

“Pension Benefits” *“Non-Qualified Plans”* *“Summary Compensation Table—Discussion of Summary Compensation Table—All Other Compensation”*

Letter Agreements

“Pension Benefits—Letter Agreements”

Severance Agreements

or Change in Control—Discussion of Compensation Elements—Excise Tax Gross-Up”

“Potential Dismissal or Termination at a Short Notice”

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Benefits.

“Pension

Summary Compensation Table

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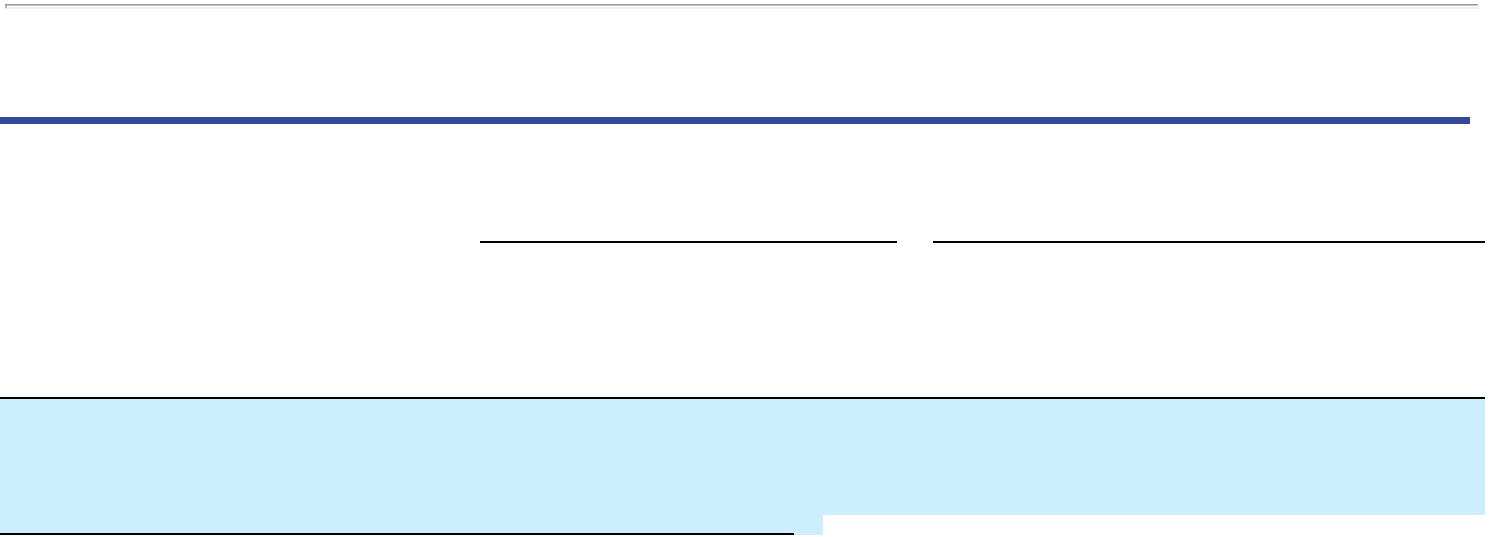
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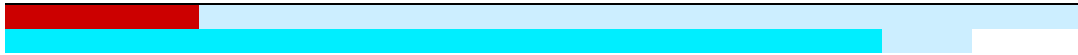
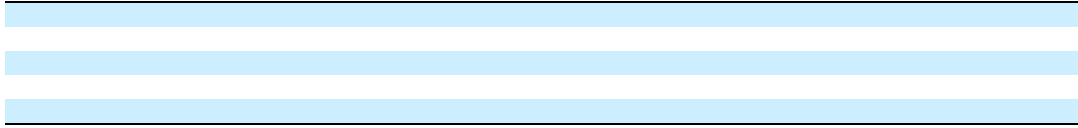
Control—Discussion of Compensation Elements—Performance Awards” *“Potential Payments Upon Termination or Change in*

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“Potential Payments Upon Termination or Change in Control—Discussion of Compensation Elements—Restricted Stock Awards and Units”

—Discussion of Compensation Elements—Stock Options” *“Potential Payments Upon Termination or Change in Control*





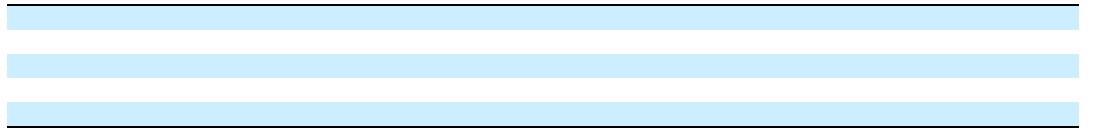
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General Description of the Steel Pension Plan As Applicable to Non-Represented Employees

<i>and 2010</i>	<i>Compensation Discussion & Analysis—Overview—Summary of Key Actions and Decisions in 2009</i>
	<i>Pension Benefits</i>
<i>Steel Pension Plan Calculation Assumptions</i>	
<i>Key Actions and Decisions in 2009 and 2010</i>	<i>Compensation Discussion & Analysis—Overview—Summary of</i>
<i>Benefits.”</i>	<i>“General Comments on Calculation of Accumulated Pension</i>
<hr/>	
<i>General Description of the Plan</i>	

Non Tax-Qualified Calculation Assumptions

“Genera



<i>Compensation Elements,”</i>	<i>“Discussion of</i>
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<i>Good Reason</i>	
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<i>Change in Control</i>	
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Potential Change in Control

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409A Change in Control

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Applicable Event

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(Column D)

“Termination Scenarios—Change in Control and Termination”

Restricted Stock (Awards and Units)

(Column A)

(Column E)

(Column F),

(Column B)

(Column C)

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Letter Agreements

Pension Benefits — Letter Agreements

Universal Life Insurance Protection

(Column F)

(Column F)

Active Medical Insurance

(Column D)

Supplemental Retirement Benefit

(Column D)

“Termination

Scenarios—Change in Control and Termination”,

□ *“Enhanced Pension Benefit”*

□

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“Termination Scenarios—Change in Control and Termination”

Discussion & Analysis—Overview—Summary of Key Actions and Decisions in 2009 and 2010”

Compensation

Solicitud



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OR

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Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

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

Your telephone or Internet vote must be received by 6:00 a.m. eastern time on April 26, 2011 in order to be counted in the final tabulation.



↓ If you vote by mail, please fold and detach card at perforation before mailing. ↓

UNITED STATES STEEL CORPORATION

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF UNITED STATES STEEL CORPORATION.

PLEASE MARK (ON THE REVERSE), SIGN AND DATE YOUR PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

UNITED STATES STEEL CORPORATION

2011 Annual Meeting of Stockholders

Attendance Card

*For personal use of the named stockholder(s) – not transferable.
Please present this card at the registration desk upon arrival and
please bring a photo ID for admission to the building.*

↑ If you plan to attend the Meeting, please fold and detach card at perforation. ↑

↓ If you vote by mail, please fold and detach card at perforation before mailing. ↓

UNITED STATES STEEL CORPORATION

PROXY

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS YOU GIVE BY MARKING IT. UNLESS OTHERWISE MARKED, THE NAMED PROXIES WILL VOTE FOR PROPOSALS 1, 2 AND 3 AND FOR 1 YEAR FOR PROPOSAL 4.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES IN PROPOSAL 1, FOR PROPOSALS 2 AND 3 AND FOR 1 YEAR FOR PROPOSAL 4.

FOR

WITHHOLD AUTHORITY

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

FOR

AGAINST

ABSTAIN

FOR

AGAINST

ABSTAIN

1 YEAR

2 YEARS

3 YEARS

ABSTAIN

(CO T