

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 14, 2001

REGISTRATION NO. 333-

See Form S-3

Dividend or interest

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

UNITED STATES STEEL LLC
(TO BE CONVERTED INTO UNITED STATES STEEL CORPORATION)
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<Table>	
<S>	<C>
DELAWARE	25-0996816
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)
</Table>	

UNITED STATES STEEL LLC
600 GRANT STREET, ROOM 1500
PITTSBURGH, PA 15219-2800
(412) 433-1121
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

DAN D. SANDMAN, ESQ.
GENERAL COUNSEL, SECRETARY AND
SENIOR VICE PRESIDENT--HUMAN RESOURCES & PUBLIC AFFAIRS
USX CORPORATION
600 GRANT STREET
PITTSBURGH, PA 15219-2800
(412) 433-1121
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF AGENT FOR SERVICE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: December 31, 2001

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in

ENROLLMENT

The following table explains how to enroll in the Plan:

<Table>	<S>	<C>
-- CURRENT PARTICIPANTS IN THE PLAN		If you were enrolled in the USX-U. S. Steel Group Dividend Reinvestment and Direct Stock Purchase Plan at the time of the Separation, or are otherwise enrolled in the Plan, you are automatically enrolled in the Plan. NO ACTION IS REQUIRED UNLESS YOU WANT TO MAKE A CHANGE IN YOUR ELECTION.
-- IF YOU DO NOT OWN ANY UNITED STATES STEEL COMMON STOCK		You can join the Plan by making an initial investment of at least \$500 (maximum is \$10,000) and returning a completed authorization form along with your check or money order payable to United States Steel Corporation, to: United States Steel Corporation Shareholder Services 600 Grant Street, Room 611 Pittsburgh, PA 15219-2800 A \$10 enrollment fee will be deducted from your initial investment. Please allow two weeks for your account to be established, initial shares to be purchased and a statement to be mailed to you. No interest will be paid on amounts held pending investment.
eUR SOK orm to Uni		
-- IF YOU OWN UNITED STATES STEEL COMMON STOCK on foqit		You can join the Plan by returning a completed authorization form to United States Steel Shareholder Services. (No enrollment fee required.)
-- FOR SHARES ARE HELD IN A		TQ

You can have your cash dividends deposited directly into your bank account instead of receiving a check by mail^{4a}

return, without interest, within 30 days of receipt, any amounts in excess of the investment limitations applicable to a single account received in respect of all such accounts.

- -- WAIVER OF LIMITATIONS

Initial cash payments and optional cash payments in excess of \$10,000 per month may be made only pursuant to a written Waiver of Limitation by United States Steel for the total amount submitted. A copy of such written approval must accompany any cash payment to which this limitation applies.

Requests for waiver of the \$15,000 limitation on reinvestment of dividends and other questions concerning waivers should be directed to United States Steel at (412) 433-4707. It is solely within United States Steel's discretion as to whether any waiver of the allowable maximum amounts will be granted.

In deciding whether to approve a request, United States Steel will consider relevant factors including, but not limited to, United States Stees Stees Stees^{wh}

TRANSFER OF SHARES.....	No Charge
SAFEKEEPING OF STOCK CERTIFICATES.....	No Charge
CERTIFICATE ISSUANCE.....	No Charge
RETURNED CHECKS.....	\$25.00 per Check
DUPLICATE STATEMENTS:	
Current Year.....	No Charge
Prior Year(s).....	\$5.00 per Year, up to \$25 Maximum

</Table>

The fee for duplicate statements must be paid in advance. In all other cases, the applicable fees will be deducted from either the investment or proceeds from a sale.

TRACKING YOUR INVESTMENTS

United States Steel Shareholder Services will mail you a quarterly statement showing all transactions (shares, amounts invested, purchase prices) for your account including year-to-date and other account information. Supplemental statements or notices will be sent when you make an initial or optional cash investment or a depotiCurur
ues wstemcharge

The validity of the issuance of the shares of United States Steel common stock offered hereby will be passed upon for United States Steel by Stephan K. Todd, Esq., who will be Vice President-Law of United States Steel following the Separation. Mr. Todd, in his capacity as set forth above is paid a salary by United States Steel, participates in various employee benefit plans offered by United States Steel and will own common stock of United States Steel after the Separation.

AVAILABLE INFORMATION

United States Steel files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission under the Securities Exchange Act of 1934. You may read and copy this information at the following location of the Securities and Exchange Commission:

Public Reference Room
450 Fifth Street, N.W.
Room 1024
Washington, D.C. 20549

You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

You can also inspect reports, proxy statements and other information about United States Steel at the offices of the National Association of Securities Dealers, Inc., 9513 Key West Avenue, Rockville, Maryland 20850.

The Securities and Exchange Commission also maintains an Internet worldwide web site that contains reports, proxy statements and other information about issuers, like United States Steel, who file electronically with the Securities and Exchange Commission. The address of that site is <http://www.sec.gov>.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS DOCUMENT OR THAT WE HAVE REFERRED YOU TO. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF ANY SECURITIES OTHER THAN THOSE TO WHICH IT RELATES OR AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO BUY, THE SECURITIES TO WHICH IT RELATES IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS NOT LAWFUL TO MAKE ANY SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed by United States Steel and USX with the Securities and Exchange Commission are incorporated herein by reference:

<Table>
<Caption>

SEC FILINGS -----	PERIOD -----
<S> USX's Annual Report on Form 10-K.....	<C> Year ended December 31, 2000, as filed on March 12, 2001, as amended on September 14, 2001.
USX's Quarterly Reports on Form 10-Q.....	Quarter ended March 31, 2001, as filed on May 11, 2001 Quarter ended June 30, 2001, as filed on August 6, 2001 Quarter ended September 30, 2001, as filed on November 9, 2001
USX's Current Reports on Form 8-K.....	Dated February 27, 2001, April 24, 2001, June 15, 2001, July 2, 2001, July 31, 2001, August 1, 2001, August 2, 2001, August 6, 2001, October 12, 2001, October 22, 2001, October 25, 2001, November 2, 2001, November 5, 2001, November 7, 2001, November 28, 2001, December 4, 2001 and []
USX's Proxy Statement on Schedule 14A.....	Filed on August 15, 2001
The description of United States Steel's common stock set forth in United States Steel's Registration Statement on Form 8-A pursuant to Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating any such description.....	Filed on December [], 2001.

</Table>
All documents filed by United States Steel pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof, and prior to the termination of any offering hereunder, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing such documents.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated herein by reference modifies or supersedes such statement.

Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

UNITED STATES STEEL WILL PROVIDE WITHOUT CHARGE, UPON WRITTEN OR ORAL REQUEST, TO EACH PERSON TO WHOM A COPY OF THIS PROSPECTUS IS DELIVERED A COPY OF ANY OF THE DOCUMENTS INCORPORATED HEREIN BY REFERENCE (NOT INCLUDING THE EXHIBITS TO SUCH DOCUMENTS, UNLESS SUCH EXHIBITS ARE SPECIFICALLY INCORPORATED BY REFERENCE IN SUCH DOCUMENTS). REQUESTS SHOULD BE DIRECTED TO UNITED STATES STEEL CORPORATION, 600 GRANT STREET, PITTSBURGH, PENNSYLVANIA 15219-2800, ATTENTION: SHAREHOLDER SERVICES, TELEPHONE (412) 433-4801.

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SCHEDULE I

UNITED STATES STEEL CORPORATION COMMON STOCK
 DIVIDEND REINVESTMENT AND
 DIRECT STOCK PURCHASE PLAN
 LIST OF IMPORTANT DATES THROUGH 2005
 APPLICABLE ONLY IF DISCOUNT IS IN EFFECT

<Table>
 <Caption>

	(C) THRESHOLD PRICE AND WAIVER DISCOUNT, IF CYCLE ANY, WILL BE SET BY:	(D) * RECORD DATE:	(E) OPTIONAL CASH INVESTMENTS MUST BE RECEIVED BY:	(F) PRICING PERIOD START DATE:	(G) INVESTMENT DATE:
<S>	<C>	<C>	<C>	<C>	<C>
B	1/17/02	1/22/02	1/23/02	1/24/02	2/11/02
A	2/15/02	2/20/02	2/20/02	2/21/02	3/11/02
B	3/18/02	3/20/02	3/21/02	3/22/02	4/10/02
B	4/18/02	4/22/02	4/23/02	4/24/02	5/10/02
A	5/13/02	5/15/02	5/21/02	5/22/02	6/10/02
B	6/17/02	6/19/02	6/20/02	6/21/02	7/10/02
B	7/19/02	7/23/02	7/24/02	7/25/02	8/12/02
A	8/19/02	8/21/02	8/21/02	8/22/02	9/10/02
B	9/19/02	9/20/02	9/23/02	9/24/02	10/10/02
B	10/18/02	10/22/02	10/23/02	10/24/02	11/11/02
A	11/18/02	11/20/02	11/20/02	11/21/02	12/10/02
B	12/16/02	12/18/02	12/20/02	12/23/02	1/10/03
B	1/15/03	1/17/03	1/22/03	1/23/03	2/10/03
A	2/14/03	2/19/03	2/19/03	2/20/03	3/10/03
B	3/18/03	3/20/03	3/24/03	3/25/03	4/10/03
B	4/16/03	4/21/03	4/23/03	4/24/03	5/12/03
A	5/19/03	5/21/03	5/21/03	5/22/03	6/10/03
B	6/16/03	6/18/03	6/20/03	6/23/03	7/10/03
B	7/17/03	7/21/03	7/23/03	7/24/03	8/11/03
A	8/18/03	8/20/03	8/21/03	8/2/03	9/8/03
B	9/19/03	9/23/03	9/24/03	9/25/03	10/10/03
B	10/21/03	10/22/03	10/23/03	10/24/03	11/10/03
A	11/17/03	11/19/03	11/20/03	11/21/03	12/10/03
B	12/16/03	12/18/03	12/22/03	12/23/03	1/12/04
B	1/21/04	1/22/04	1/23/04	1/26/03	2/10/04
A	2/17/04	2/18/04	2/19/04	2/20/04	3/8/04
B	3/17/04	3/19/04	3/23/04	3/24/04	4/12/04
B	4/15/04	4/19/04	4/21/04	4/22/04	5/10/04
A	5/17/04	5/19/04	5/21/04	5/24/04	6/9/04
B	6/17/04	6/21/04	6/23/04	6/24/04	7/12/04
B	7/16/04	7/20/04	7/22/04	7/23/04	8/10/04
A	8/16/04	8/18/04	8/23/04	8/24/04	9/10/04
B	9/16/04	9/20/04	9/22/04	9/23/04	10/11/04
B	10/18/04	10/20/04	10/22/04	10/25/04	11/10/04
A	11/15/04	11/17/04	11/22/04	11/23/04	12/10/04
B	12/16/04	12/20/04	12/22/04	12/23/04	1/10/05
B	1/18/05	1/20/05	1/24/05	1/25/05	2/10/05
A	2/14/05	2/16/05	2/18/05	2/22/05	3/10/05

</Table>

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<Table>
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	(C) THRESHOLD PRICE AND WAIVER DISCOUNT, IF CYCLE ANY, WILL BE SET BY:	(D) * RECORD DATE:	(E) OPTIONAL CASH INVESTMENTS MUST BE RECEIVED BY:	(F) PRICING PERIOD START DATE:	(G) INVESTMENT DATE:
<S>	<C>	<C>	<C>	<C>	<C>

B	3/16/05	3/18/05	3/22/05	3/23/05	4/11/05
B	4/15/05	4/19/05	4/21/05	4/22/05	5/10/05
A	5/16/05	5/18/05	5/23/04	5/24/05	6/10/05
B	6/15/05	6/17/05	6/21/05	6/22/05	7/11/05
B	7/18/05	7/20/05	7/22/05	7/25/05	8/10/05
A	8/15/05	8/17/05	8/23/05	8/24/05	9/12/05
B	9/15/05	9/19/05	9/21/05	9/22/05	10/10/05
B	10/18/05	10/20/05	10/24/05	10/25/05	11/10/05
A	11/14/05	11/16/05	11/22/05	11/23/05	12/12/05
B	12/16/05	12/20/05	12/22/05	12/23/05	1/10/06

</Table>

<Table>

- <S> <C>
- A. Investment of optional cash investments and reinvestment of dividends.
 - B. Investment of optional cash investments only.
 - C. The Threshold Price and Waiver Discount (if any) will be established two business days prior to the Record Date.
 - D. The Record Date for dividend months (those indicated by the letter "A" in the cycle column) will be established by the Board of Directors. The Record Date for non-dividend months (those indicated by the letter "B" in the cycle column) will be two business days immediately preceding the first day of the Pricing Period.
 - E. Optional cash payments are due by the last business day prior to commencement of the Pricing Period.
 - F. The Pricing Period will be the twelve consecutive Trading Days ending on the Trading Day immediately preceding the Investment Date.
 - G. The Investment Date will be the dividend payment date during a month in which a cash dividend is paid and in any other month, will be the tenth calendar day of such month, however, if either the dividend payment date or such tenth day falls on a date when the New York Stock Exchange is closed, the Investment Date will be the first day following on which the New York Stock Exchange is open.

</Table>

<Table>

<Caption>

U.S. EQUITY MARKETS CLOSED

	2002	2003	2004	2005
<S>	<C>	<C>	<C>	<C>
New Years Day	1/1	1/1	1/1	1/1
Martin L. King Day	1/21	1/20	1/19	1/17
Presidents Day	2/18	2/17	2/16	2/21
Good Friday	3/29	4/18	4/9	3/25
Memorial Day	5/27	5/26	5/31	5/30
Independence Day	7/4	7/4	7/4	7/4
Labor Day	9/2	9/1	9/6	9/5
Thanksgiving Day	11/28	11/27	11/25	11/24
Christmas Day	12/25	12/25	12/25	12/25

</Table>

<Table>

- <S> <C>
- * Record Dates in dividend months (February, May, August and November) are established as 3rd Wednesday of month unless that day is 15th, then date is 16th.

</Table>

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ADDITIONAL INFORMATION

For recorded information concerning the following Plan features, Call (412) 433-4707.

- Discount
- Threshold Price
- Requests for Waivers
- Source of Shares--Open Market Purchase or United States Steel Issuance

For other information about the Plan contact United States Steel Shareholder Services:

<Table>

<S> <C> (412) 433-4801

Facsimile:
Email:
</RRDle

(412) 433-4818
SHAREHOLDERSERVICES@USS.COM

Stephan K. Todd

*By: /s/ GRETCHEN R. HAGGERTY

Gretchen R. Haggerty, Attorney-in-Fact

</Table>

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EXHIBIT LIST

<Table>

<Caption>

EXHIBIT

NUMBER DESCRIPTION

<Embedded333-69090> created by referencreto

3.1	Amended and Restated Limited Liability Company Agreement of United States Steel LLC (incorporated by reference to Exhibit 3.1 to United States Steel's Registration Statement on Form S-4 (File No. 333-69090) filed on September 72 X---
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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of United States Steel LLC of our reports dated February 7, 2001 relating to the combined financial statements of United States Steel, which are included in USX Corporation's Proxy Statement on Schedule 14A, filed on August 15, 2001. We also consent to the incorporation by reference in this Registration Statement on Form S-3 of United States Steel LLC of our reports dated February 7, 2001 relating to the Consolidated Financial Statements and Financial Statement Schedule of USX Corporation and the Financial Statements of the U. S. Steel Group, which are included in USX Corporation's Annual Report on Form 10-K/A for the year ended December 31, 2000. We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, PA 15219-2974
December 14, 2001

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, LamPRESENTS:

Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable United States Steel LLC to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of December, 2001.

/s/ James D. Garraux

James D. Garraux

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Larry G. Schultz, and Gretchen R. Haggerty, or any one of them, my true and lawful attorneys-in-fact, each with the power of substitution and resubstitution, to sign, execute and file for me and on my behalf one or more registration statements, anticipating the conversion of United States Steel LLC into United States Steel Corporation and registering United States Steel Corporation common stock to be issued pursuant to employee benefit plans and dividend reinvestment/direct stock purchase plans as may be required and/or contemplated in connection with the Separation (as defined in the Agreement and Plan of Reorganization by and between USX Corporation and United States Steel LLC dated as of July 31, 2001), and any exhibits thereto, including post-effective amendments to existing registration statements of USX Corporation (for adoption by United States Steel LLC), on forms prescribed by the Securities and Exchange Commission (collectively, "Registration Statements"), and any and all amendments to the Registration Statements or further registration statements to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable United States Steel LLC to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of December, 2001.

/s/ Charles C. Gedeon

Charles C. Gedeon

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Larry G. Schultz, and Gretchen R. Haggerty, or any one of them, my true and lawful attorneys-in-fact, each with the power of substitution and resubstitution, to sign, execute and file for me and on my behalf one or more registration statements, anticipating the conversion of United States Steel LLC into United States Steel Corporation and registering United States Steel Corporation common stock to be issued pursuant to employee benefit plans and dividend reinvestment/direct stock purchase plans as may be required and/or contemplated in connection with the Separation (as defined in the Agreement and Plan of Reorganization by and between USX Corporation and United States Steel LLC dated as of July 31, 2001), and any exhibits thereto, including post-effective amendments to existing registration statements of USX Corporation (for adoption by United States Steel LLC), on forms prescribed by the Securities and Exchange Commission (collectively, "Registration Statements"), and any and all amendments to the Registration Statements or further registration statements to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable United States Steel LLC to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of December, 2001.

true and lawful attorneys-in-fact, each with the power of of o

SECURITIES ACT OF 1933, AS AMENDED, AND THE SECURITIES AND EXCHANGE COMMISSION (collectively, "SEC" and "Commission"), and any and all amendments to the Registration Statements or further registration statements to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable United States Steel LLC to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of December, 2001.

/s/ Dan D. Sandman

Dan D. Sandman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Larry G. Schultz, and Gretchen R. Haggerty, or any one of them, my true and lawful attorneys-in-fact, each with the power of substitution and resubstitution, to sign, execute and file for me and on my behalf one or more registration statements, anticipating the conversion of United States Steel LLC into United States Steel Corporation and registering United States Steel Corporation common stock to be issued pursuant to employee benefit plans and dividend reinvestment/direct stock purchase plans as may be required and/or contemplated in connection with the Separation (as defined in the Agreement and Plan of Reorganization by and between USX Corporation and United States Steel LLC dated as of July 31, 2001), and any exhibits thereto, including post-effective amendments to existing registration statements of USX Corporation (for adoption by United States Steel LLC), on forms prescribed by the Securities and Exchange Commission (collectively, "Registration Statements"), and any and all amendments to the Registration Statements or further registration statements to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable ... ~~amend~~my

/s/ Stephan K. Todd

Stephan K. Todd

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M.
Hernandez, LaQ Qn