

UNITED STATES STEEL CORP
Form 4
May 28, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Babcoke George F

2. Issuer Name **and** Ticker or Trading
Symbol

UNITED STATES STEEL CORP
[X]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

600 GRANT STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)

05/26/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP-Eur Opers and Pres-USSK

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PITTSBURGH, PA 15219-2800

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| United States Steel Corporation Common Stock ⁽¹⁾ | 05/26/2009 | | A | | 10,070 | A \$ 0 | 19,424.431 D |
| United States Steel Corporation Common Stock | 05/26/2009 | | A ⁽²⁾ | | 1,776 | A \$ 0 | 21,200.431 D |
| United States Steel | 05/26/2009 | | F | | 471 | D \$ | 20,729.431 D |
| | | | | | | 29.805 | |

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Corporation
Common
Stock

United
States Steel

Corporation 05/27/2009
Common
Stock

F 166 D \$ 32.225 20,563.431 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock Option | \$ 29.805 | 05/26/2009 | | A | 20,170 | (3) 05/26/2019 | Common Stock | 20,170 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Babcoke George F
600 GRANT STREET
PITTSBURGH, PA 15219-2800

SVP-Eur Opers and Pres-USSK

Signatures

B. E. Lammel by Power of
Attorney

05/28/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock unit (RSU) vests ratably over three years, one-third on each of the first, second and third grant date anniversaries. RSUs are payable in stock only.

Vesting of the Performance Awards granted May 30, 2006 (reported on a Form 4 on June 1, 2006) at 53.84% of target based upon U. S.
- (2) Steel's total shareholder return v. that of peer group of companies over a 3-year period. (Performance Awards granted after 2008 will be reported on Form 4s only when, and if, such grants should vest.)
- (3) Option grant vests ratably over three years, one-third on each of the first, second and third grant date anniversaries.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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