

UNITED STATES STEEL CORP

Form 8-K

May 02, 2008

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):  
April 28, 2008  
United States Steel Corporation**

(Exact name of registrant as specified in its charter)

|  |   |                                      |
|--|---|--------------------------------------|
| Delaware   | 1-16811   | 25-1897152                           |
| (State or other<br>jurisdiction of<br>incorporation) | (Commission File Number)                                | (IRS Employer<br>Identification No.) |
| 600 Grant Street, Pittsburgh, PA                     |   | 15219-2800                           |
| (Address of principal executive offices)             | (412) 433-1121  | (Zip Code)                           |
|  | (Registrant's telephone number,<br>including area code) |                                      |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On April 28, 2008, the Compensation & Organization Committee (the Committee) of the Board of Directors amended the administrative regulations of the Long-Term Incentive Compensation Program (the Program) under the 2005 Stock Incentive Plan (the Plan, approved by the Corporation's shareholders on April 26, 2005). The amendment includes the addition of restricted stock units (RSUs) to the types of awards available for grants under the Program (a type of award permitted under the Other Stock-Based Awards section of the Plan). If granted, the RSUs would operate very similar to the restricted stock awards under the Program, except that there would be no voting rights associated with the RSUs. Other changes to the administrative regulations include the allowance of net exercises for future stock option grants and a change to the restricted stock award termination provisions to agree with those originally implemented under the program (pro rata vesting for certain termination events). The Committee also approved new grant form agreements conforming to the revised administrative regulations and making improvements over the prior grant form agreements, primarily to help with administration in foreign jurisdictions. Also, RSU grant form agreements substantially similar to the revised restricted stock grant form agreements were approved.

Copies of the agreements are filed herewith as Exhibits 10.1 through 10.7.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

- 10.1 Administrative Regulations to the Long-Term Incentive Compensation Program under the 2005 Stock Incentive Plan, as such regulations were amended April 28, 2008
- 10.2 Form of Performance Award Grant Form Agreement under the 2005 Stock Incentive Plan
- 10.3 Form of Stock Option Grant Form Agreement under the 2005 Stock Incentive Plan
- 10.4 Form of Restricted Stock Annual Grant Form Agreement under the 2005 Stock Incentive Plan
- 10.5 Form of Restricted Stock Retention Grant Form Agreement under the 2005 Stock Incentive Plan
- 10.6 Form of Restricted Stock Unit Annual Grant Form Agreement under the 2005 Stock Incentive Plan
- 10.7 Form of Restricted Stock Unit Retention Grant Form Agreement under the 2005 Stock Incentive Plan

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED STATES STEEL CORPORATION

By /s/ Larry G. Schultz  
Larry G. Schultz  
Vice President & Controller

Dated: May 2, 2008