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USX CORP
Form SC TO-I/A
December 27, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)

USX CORPORATION
USX CAPITAL TRUST I
USX CAPITAL LLC
(Name of Subject Company (Issuer))

UNITED STATES STEEL LLC (Offeror)
to be converted into
UNITED STATES STEEL CORPORATION
(Name of Filing Person (Identifying status as Offeror, Issuer or Other Person))

6.50% Cumulative Convertible Preferred Stock of USX Corporation
6.75% Convertible Quarterly Income Preferred Securities (QUIPS/SM/) of USX
Capital Trust I
8.75% Cumulative Monthly Income Preferred Shares, Series A (MIPS(R)), of USX
Capital LLC
(Title of Class of Securities)

902905 819 (USX Corporation)
90339 E201 (USX Capital Trust I)
P96460 103 (USX Capital LLC)
(CUSIP Number of Class of Securities)

Dan D. Sandman, Esq.
General Counsel, Secretary and
Senior Vice President--Human Resources & Public Affairs
USX Corporation
600 Grant Street
Pittsburgh, Pennsylvania 15219-4776
(412) 433-1121
(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications
on Behalf of the Filing Person)

COPY TO:

Robert B. Pincus, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
Wilmington, Delaware 19801
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Check the box if the filing relates solely to preliminary communications

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made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- | | |
|---|--|
| <input type="checkbox"/> Third-party tender offer subject to Rule 14d-1. | <input checked="" type="checkbox"/> Issuer tender offer subject to Rule 13e-4. |
| <input type="checkbox"/> Going-private transaction subject to Rule 13e-3. | <input type="checkbox"/> Amendment to Schedule 13D under Rule 13d-2. |

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SQUIDS/SM/ and QUIPS/SM/ are registered service marks and MIPS(R) is a registered trademark of Goldman, Sachs & Co.

This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed by United States Steel LLC with the Securities and Exchange Commission on October 12, 2001, as amended November 1, November 5 and December 10, 2001, relating to our offers to exchange our 10% Senior Quarterly Debt Securities due 2031 for certain outstanding equity securities of USX Corporation and its wholly-owned subsidiaries.

The exchange offers expired at 12:00 midnight, New York City time, on December 14, 2001. Outstanding Securities consisting of \$9,772,250 aggregate face amount of 6.50% Cumulative Convertible Preferred Stock of USX Corporation, \$12,387,850 aggregate face amount of 6.75% Convertible Quarterly Income Preferred Securities of USX Capital Trust I, and \$27,166,475 aggregate face amount of 8.75% Cumulative Monthly Income Preferred Shares, Series A, of USX Capital LLC were properly tendered and not validly withdrawn in the exchange offers, all of which were accepted by United States Steel LLC on December 19, 2001. In exchange for the accepted Outstanding Securities, United States Steel LLC issued an aggregate principal amount of \$49,326,575 of its 10% Senior Quarterly Income Debt Securities due 2031.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 27, 2001

/s/ Gretchen R. Haggerty
By _____

Gretchen R. Haggerty
Vice President--Accounting &

