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USX CORP
Form 10-K/A
October 11, 2001

FORM 10-K/A

2000

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

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2000
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-5153

USX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

25-0996816

(State of Incorporation)

(I.R.S. Employer Identification No.)

600 Grant Street, Pittsburgh, PA 15219-4776

(Address of principal executive offices)

Tel. No. (412) 433-1121

Securities registered pursuant to Section 12 (b) of the Act:*

=====		Title of Each Class	-----
USX-Marathon Group		8-3/4% Cumulative Monthly Inc	
Common Stock, par value \$1.00		Series A (Liquidation Pre	
USX-U. S. Steel Group		6.75% Convertible Quarterly I	
Common Stock, par value \$1.00		Securities (Initial Liqui	
6.50% Cumulative Convertible Preferred		Security) ***/ (a) /	
(Liquidation Preference \$50.00 per share)		7% Guaranteed Notes Due 2002	
		Company/ (a) /	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for at least the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (ss.229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Aggregate market value of Common Stock held by non-affiliates as of January 31, 2001: \$10 billion. The amount shown is based on the closing prices of the

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registrant's Common Stocks on the New York Stock Exchange composite tape on that date. Shares of Common Stock held by executive officers and directors of the registrant are not included in the computation. However, the registrant has made no determination that such individuals are "affiliates" within the meaning of Rule 405 under the Securities Act of 1933.

There were 308,269,864 shares of USX-Marathon Group Common Stock and 88,767,023 shares of USX-U. S. Steel Group Common Stock outstanding as of January 31, 2001.

Documents Incorporated By Reference:

Proxy Statement dated March 12, 2001 is incorporated in Part III. Proxy Statement dated March 9, 1998 is incorporated in Part IV.

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- * These securities are listed on the New York Stock Exchange. In addition, the Common Stocks are listed on The Chicago Stock Exchange and the Pacific Exchange.
 - ** Issued by USX Capital LLC.
 - *** Issued by USX Capital Trust I.
- /(a)/ Obligations of Marathon Oil Company, USX Capital LLC and USX Capital Trust I, all wholly owned subsidiaries of the registrant, have been guaranteed by the registrant.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

A. Documents Filed as Part of the Report

1. Financial Statements

Financial Statements filed as part of this report are listed on the Index to Financial Statements, Supplementary Data, Management's Discussion and Analysis, and Quantitative and Qualitative Disclosures About Market Risk of USX Consolidated, the Marathon Group and the U. S. Steel Group, immediately preceding pages U-1, M-1 and S-1, respectively.

2. Financial Statement Schedules and Supplementary Data

The financial statement Schedule II - Valuation and Qualifying Accounts is included on page 60. All other schedules are omitted because they are not applicable or the required information is contained in the applicable financial statements or notes thereto.

Report of Independent Accountants on Financial Statement Schedule is included on page 61.

Supplementary Data -

Summarized Financial Information of Marathon Oil Company is provided on page 63. Disclosures About Forward-Looking Statements are provided beginning on page 64.

B. Reports on Form 8-K

Form 8-K dated October 19, 2000, reporting under Item 5. Other Events and Regulation FD Disclosure, that the Marathon Group Earnings Release reported that Marathon has signed a definitive agreement with Shell to transfer its 37.5 percent interest in Sakhalin Energy Investment Company Ltd. The increased likelihood of closing this transaction triggered a one-time, noncash deferred tax charge of \$235 million in the third quarter.

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Form 8-K dated November 22, 2000, reporting under Item 9. Regulation FD Disclosure, the press release titled "U. S. Steel Group Experiencing Coal Production Problems at Two Mines".

Form 8-K dated November 29, 2000, reporting under Item 9. Regulation FD Disclosure, the press releases titled "Surma Named President of Marathon Ashland Petroleum LLC" and "Marathon Announces new Executive Vice President".

Form 8-K dated November 30, 2000, reporting under Item 9. Regulation FD Disclosure, the press release titled "USX to Retain Advisors to Study its Capital Structure".

Form 8-K dated November 30, 2000, reporting under Item 9. Regulation FD Disclosure, the press release titled "Marathon Reviews Progress of Upstream and Downstream Businesses".

Form 8-K dated December 6, 2000, reporting under Item 9. Regulation FD Disclosure, the press release titled "Marathon Sakhalin Limited and Shell Sakhalin Holdings B.V. complete exchange agreement".

Form 8-K dated December 28, 2000, reporting under Item 9. Regulation FD Disclosure, that in December 2000, USX-U. S. Steel Group made a voluntary \$500 million contribution to the Voluntary Employee Benefit Association (VEBA), which was established as part of the 1994 agreement with the United Steelworkers of America to pay retiree health care and life insurance benefits for steelworker retirees.

Form 8-K dated December 28, 2000, reporting under Item 9. Regulation FD Disclosure, the press release titled "Marathon and Kinder Morgan agree to form Permian Basin joint venture".

Form 8-K dated January 24, 2001, reporting under Item 9. Regulation FD Disclosure, the USX-Marathon Group and USX-U. S. Steel Group Earnings Releases".

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Form 8-K dated February 27, 2001, reporting under Item 5. Other Events, the filing of the audited Financial Statements and Supplementary Data for the fiscal year ended December 31, 2000, reports of independent accountants.

C. Exhibits

Exhibit No.

2. Plan of Acquisition, Reorganization, Arrangement
Liquidation or Succession
None

3. Articles of Incorporation and By-Laws

- (a) USX Restated Certificate of
Incorporation dated May 1, 1999..... Incorporated by reference to
Exhibit 3.1 to the USX Report
on Form 10-Q for the quarter
ended June 30, 1999.

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- (b) USX By-Laws, effective
as of May 1, 1999..... Incorporated by reference to
Exhibit 3.2 to the USX Report
on Form 10-Q for the quarter
ended June 30, 1999.
4. Instruments Defining the Rights of Security Holders,
Including Indentures
- (a) Five-Year Credit Agreement dated
as of November 30, 2000.....
- (b) Rights Agreement, dated as of
September 28, 1999, between
USX Corporation and ChaseMellon
Shareholder Services, L.L.C.,
as Rights Agent..... Incorporated by reference to
Exhibit 4 to USX's Form 8-K
filed on September 28, 1999.
- (c) Pursuant to 17 CFR 229.601(b)(4)(iii),
instruments with respect to long-term debt
issues have been omitted where the amount
of securities authorized under such
instruments does not exceed 10% of the total
consolidated assets of USX. USX hereby agrees
to furnish a copy of any such instrument to the
Commission upon its request.

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10. Material Contracts

- (a) USX 1990 Stock Plan,
As Amended April 28, 1998..... Incorporated by reference to
Annex II to the USX Proxy
Statement dated March 9,
1998.
- (b) USX Annual Incentive Compensation
Plan, As Amended July 25, 2000.....
- (c) USX Senior Executive Officer Annual
Incentive Compensation Plan,
As Amended April 28, 1998..... Incorporated by reference to
Annex I to the USX Proxy
Statement dated March 9,
1998.
- (d) Marathon Oil Company Annual
Incentive Compensation Plan, As
Amended November 23, 1999..... Incorporated by reference to
Exhibit 10(d) of USX Form
10-K for the year ended
December 31, 1999.
- (e) USX Executive Management
Supplemental Pension Program,
As Amended January 1, 1999..... Incorporated by reference to
Exhibit 10(e) of USX Form
10-K for the year ended
December 31, 1999.

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- (f) USX Supplemental Thrift Program,
As Amended January 1, 1999..... Incorporated by reference to
Exhibit 10(f) of USX Form
10-K for the year ended
December 31, 1999.
- (g) Amended and Restated Limited
Liability Company Agreement of
Marathon Ashland Petroleum LLC,
dated as of December 31, 1998..... Incorporated by reference to
Exhibit 10(h) of USX Form
10-Q for the quarter ended
June 30, 1999.
- (h) Amendment No. 1 dated as of
December 31, 1998 to the Put/Call,
Registration Rights and Standstill
Agreement of Marathon Ashland
Petroleum LLC dated as of
January 1, 1998..... Incorporated by reference to
Exhibit 10.2 of USX Form 8-K
dated January 1, 1998, and
Exhibit 10(i) of USX Form
10-Q for the quarter ended
June 30, 1999.
- (i) Form of Severance Agreements
between the Corporation and
Various Officers..... Incorporated by reference to
Exhibit 10 of USX Form 10-Q
for the quarter ended
September 30, 1999.
- (j) USX Deferred Compensation Plan
For Non-Employee Directors
Amended as of January 1, 1998.....

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- (k) Agreement between Marathon
Oil Company and Clarence P.
Cazalot, Jr., executed
February 28, 2000..... Incorporated by reference to
Exhibit 10(k) of USX Form 10-K
for the year ended December
31, 1999.
- (l) USX Non-Officer Restricted Stock
Plan, effective January 30, 2001..

- 12.1 Computation of Ratio of Earnings to Combined Fixed Charges and
Preferred Stock Dividends
- 12.2 Computation of Ratio of Earnings to Fixed Charges
21. List of Significant Subsidiaries
23. Consent of Independent Accountants

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SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
YEARS ENDED DECEMBER 31, 2000 AND DECEMBER 31, 1999
(Millions of Dollars)

Description	Balance at Beginning of Period	Additions			De
		Charges to Costs and Expenses	Charges to Other Accounts	Other Additions	
Year ended December 31, 2000:					
Reserves deducted in the balance sheet from the assets to which they apply:					
Allowance for doubtful accounts	\$ 12	\$ 19	\$ -	\$ 37/(b) /	\$
Inventory market valuation reserve	-	-	-	-	
Investments and long-term receivables reserve	3	-	36/(c) /	-	
Tax valuation allowances:					
Federal	30	-	-	-	
State	52	-	-	-	
Foreign	282	-	-	-	
Year ended December 31, 1999:					
Reserves deducted in the balance sheet from the assets to which they apply:					
Allowance for doubtful accounts	\$ 12	\$ 5	\$ -	\$ 4/(d) /	\$
Inventory market valuation reserve	551	-	-	-	
Investments and long-term receivables reserve	10	-	-	-	
Tax valuation allowances:					
Federal	30	-	-	-	
State	52	-	-	-	
Foreign	260	-	22/(e) /	-	

- /(a)/ Deductions for the allowance for doubtful accounts and long-term receivables include amounts written off as uncollectible, net of recoveries. Deductions for the inventory market valuation reserve reflect increases in market prices and inventory turnover, resulting in noncash credits to costs and expenses. Reductions in the tax valuation allowances reflect changes in the amount of deferred taxes expected to be realized, resulting in credits to the provision for income taxes.
- /(b)/ Includes \$36 million relating to the acquisition of U. S. Steel Kosice s.r.o. and \$1 million reclassification from long-term reserves.
- /(c)/ Includes \$36 million classified to dividend and investee income relating to a notes receivable from an equity investee.
- /(d)/ Includes \$2 million relating to the acquisition of Lorain Tubular LLC, and \$2 million reclassification from long-term reserves.
- /(e)/ Additions to the tax valuation allowances are included in the provision for income taxes.

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Financial Statement Schedule

To the Board of Directors
of USX Corporation:

Our audits of the consolidated financial statements referred to in our report dated February 7, 2001 appearing in the Annual Report on Form 10-K/A of USX Corporation dated September 14, 2001 also included an audit of the financial statement schedule listed in Item 14(a)(2) of this Annual Report on Form 10-K/A. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, PA 15219-2974
February 7, 2001

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity indicated on October 11, 2001.

USX CORPORATION

By /s/ Larry G. Schultz

Larry G. Schultz
Vice President - Accounting

Signature -----	Title -----
* ----- Thomas J. Usher	Chairman of the Board & Chief Executive Officer and Director
* ----- Robert M. Hernandez	Vice Chairman & Chief Financial Officer and Director
/s/ ----- Larry G. Schultz	Vice President - Accounting
* ----- Neil A. Armstrong	Director
* ----- Clarence P. Cazalot, Jr.	Vice Chairman and Director
* -----	Director

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J. Gary Cooper

*

Director

Charles A. Corry

*

Director

Shirley Ann Jackson

*

Director

Charles R. Lee

*

Director

Paul E. Lego

*

Director

John F. McGillicuddy

*

Director

Seth E. Schofield

*

Director

John W. Snow

*

Director

Douglas C. Yearley

*By /s/ Larry G. Schultz

Larry G. Schultz, Attorney-in-Fact