

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Penrod Steven R</u> <hr/> (Last) (First) (Middle) <u>6903 ROCKLEDGE DRIVE</u> <u>4TH FLOOR</u> <hr/> (Street) <u>BETHESDA MD 20817</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/15/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>USEC INC [ USU ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Enrichment Operations</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	84,096	D	
Common Stock	3,030.304 <sup>(1)</sup>	I	By 401(k) Plan

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	03/08/2015	Common Stock	13,345	5.18	D	

**Explanation of Responses:**

- Includes 3030.304 shares of USEC Inc. Common Stock acquired under the USEC Inc. 401(k) Plan. The information in this report is based on a plan statement dated October 31, 2012.
- The option vests in 3 equal annual installments beginning on March 8, 2011.

**Remarks:**

/s/ Kerri R. Morey, Attorney-in-Fact 11/20/2012

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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*POWER OF ATTORNEY*

Know all persons by these presents that Steven R. Penrod whose signature appears below constitutes and appoints John C. Barpoulis, Peter B. Saba and Kerri R. Morey and each of them, as his true and lawful attorney-in-fact and agent, with full and several power of substitution and with authority to act alone, for him and in his name, place and stead, in any and all capacities to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 and any amendments and supplements to those forms in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5 and any amendments and supplements to those forms and file such form with the United States Securities and Exchange Commission, the New York Stock Exchange and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion;

granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or their substitute or substitutes may lawfully do or cause to be done by virtue thereof.

This Power of Attorney is continuing and shall remain in effect so long as the undersigned is an officer of USEC Inc., a Delaware corporation, unless the undersigned executes and delivers to the Secretary of USEC Inc. a written revocation of this Power of Attorney.

The undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: November 19, 2012

/s/Steven R. Penrod  
Steven R. Penrod

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