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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):

February 8, 2007

USEC Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-14287

52-2107911

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

2 Democracy Center, 6903 Rockledge Drive,  
Bethesda, Maryland

20817

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(301) 564-3200

Not Applicable

Former name or former address, if changed since last report

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.**

(b) Retirement of James D. Woods

On February 8, 2007, James D. Woods informed the Board of Directors of USEC Inc. (the "Company") that he will retire as a director when his current term ends at the 2007 annual meeting of shareholders scheduled for April 26, 2007. Mr. Woods has been a director since 2001.

(e) 2007 Annual Performance Objectives for Executive Officers

On February 8, 2007, the Compensation Committee of the Board of Directors of the Company approved the annual performance objectives and targets that will be used to determine the annual incentive awards for the Company's executive officers for the 2007 fiscal year. These actions are described in Exhibit 10.1 to this report, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit  
Number Description

10.1 Summary of 2007 Annual Performance Objectives for Executive Officers.

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**SIGNATURES**

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.

USEC Inc.

*February 14, 2007*

*By: /s/ Timothy B. Hansen*

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*Name: Timothy B. Hansen*

*Title: Senior Vice President, General Counsel and Secretary*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Summary of 2007 Annual Performance Objectives for Executive Officers.

**SUMMARY OF 2007 ANNUAL PERFORMANCE OBJECTIVES  
FOR EXECUTIVE OFFICERS**

On February 8, 2007, the Compensation Committee of the Board of Directors of USEC Inc. (the "Company") approved the annual performance objectives and targets that will be used to determine the annual incentive awards which may be granted to the Company's executive officers under the annual incentive program under the USEC Inc. 1999 Equity Incentive Plan for the 2007 fiscal year.

Target awards for executive officers for 2007 generally range from 36% to 100% of base salary. Actual awards can range from 0% to 150% of the targeted percentage, depending on performance against pre-determined annual performance objectives. The 2007 annual incentive awards will be based on a combination of formula-based Company financial goals and individual performance. The Company financial goals for 2007 involve the achievement of a targeted net income and a targeted cash flow from operations. The individual performance goals for 2007 consist of individual key performance objectives.

Participants must take at least 35% of their annual incentive award in restricted stock until they meet applicable stock ownership guidelines. As an incentive to take more of their compensation in the form of Company stock, participants receive additional shares of restricted stock equal to 20% of the cash portion of any annual incentive award that they elect to take in shares of restricted stock. The restricted stock portion of the award vests one year from the date of grant.