

US BANCORP \DE\  
Form 8-A12B  
April 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-A**

**For Registration of Certain Classes of Securities**

**Pursuant to Section 12(b) or (g) of the**  
**Securities Exchange Act of 1934**

**U.S. Bancorp**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**41-0255900**

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

**800 Nicollet Mall**

**Minneapolis, Minnesota**

**(Address of Principal Executive Offices)**

**55402**

**(Zip Code)**

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Depository Shares each representing 1/1,000 <sup>th</sup> interest in a share of Series G Non-Cumulative Perpetual Preferred Stock	New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates: 333-173636

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Securities to Be Registered.**

The description of the Depositary Shares being registered hereby, including the Series G Non-Cumulative Perpetual Preferred Stock which is represented by the Depositary Shares, is set forth in the Prospectus included in the Registration Statement on Form S-3 (No. 333-173636) of U.S. Bancorp (the Company), as filed with the Commission on April 21, 2011, and the final Prospectus Supplement dated April 17, 2012, as filed with the Commission on April 18, 2012, pursuant to Rule 424(b)(2) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Certificate of Designations of U.S. Bancorp with respect to Series G Non-Cumulative Perpetual Preferred Stock dated April 18, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of U.S. Bancorp filed April 20, 2012).
- 4.2 Deposit Agreement dated April 20, 2012 between U.S. Bancorp, U.S. Bank National Association and the holders from time to time of the Depositary Receipts described therein (incorporated by reference to Exhibit 4.3 of the Current Report on Form 8-K of U.S. Bancorp filed April 20, 2012).
- 4.3 Form of Depositary Receipt (included as part of Exhibit 4.2).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

U.S. BANCORP

Date: April 20, 2012

By: /s/ Lee R. Mitau  
Lee R. Mitau  
Executive Vice President, General Counsel and

Corporate Secretary

**INDEX TO EXHIBITS**

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