

US BANCORP \DE\  
Form 8-K  
March 29, 2006

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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):

March 29, 2006

U.S. Bancorp

(Exact name of registrant as specified in its charter)

Delaware

1-6880

41-0255900

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

800 Nicollet Mall, Minneapolis, Minnesota

55402

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

651-466-3000

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 8.01 Other Events.**

The Compensation Committee of U.S. Bancorp (the "Company") has approved the U.S. Bancorp 2006 Executive Incentive Plan (the "Plan"), which will not become effective unless and until the Company's stockholders approve the Plan at the Company's 2006 annual shareholders' meeting, as described in the Company's proxy statement filed with the Commission on March 8, 2006. As described in Proposal 3 of the proxy statement and in the Plan, the Plan permits the payment of annual bonuses to eligible participants based on the Company's Net Income (as defined in the Plan). If the Company's Net Income is not a positive number, no bonus will be payable under the Plan. If the Company's Net Income is a positive number, the potential bonus award to a participant will equal up to 0.2% of Net Income, which amount is subject to decrease by the Compensation Committee based on its consideration of a variety of factors, including financial and non-financial criteria and corporate and individual performance.

Within the framework of the Plan, for purposes of the 2006 annual bonus performance period, the Compensation Committee has established (and currently intends to establish in future years) criteria, in addition to the basic Net Income requirement, that it will consider when determining whether, and to what extent, to reduce the actual bonus award below 0.2% of Net Income. These criteria include the Company's achievement of pre-established goals relating to a minimum level of earnings per share and return on equity, the Company's performance relative to its peer group and the participant's individual performance. As described in Proposal 3 of the proxy statement, the Plan is designed to satisfy the qualified performance-based compensation exception under Section 162(m) of the Internal Revenue Code, which exception also requires stockholder approval of the Plan.

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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.

U.S. Bancorp

*March 29, 2006*

By: *Terrance R. Dolan*

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*Name: Terrance R. Dolan*

*Title: Executive Vice President and Controller*