

Otting Joseph M
 Form 4/A
 December 10, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Otting Joseph M

(Last) (First) (Middle)

U.S. BANCORP, 800 NICOLLET MALL

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 US BANCORP \DE\ [USB]

3. Date of Earliest Transaction (Month/Day/Year)
 01/17/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/18/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$0.01 par value	01/17/2006		M		50,000	A	\$ 19.5173
					69,726.6846	D	(1)
Common Stock, \$0.01 par value	01/17/2007		S		400	D	\$ 35.6
					69,326.6846	D	(1)
Common Stock, \$0.01 par value	01/17/2006		S		1,300	D	\$ 35.61
					68,026.6846	D	(1)

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Common Stock, \$0.01 par value	01/17/2007	S	1,100	D	\$ 35.62	<u>66,926.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	900	D	\$ 35.63	<u>66,026.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	200	D	\$ 35.64	<u>65,826.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	1,500	D	\$ 35.65	<u>64,326.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	1,200	D	\$ 35.66	<u>63,126.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	900	D	\$ 35.67	<u>62,226.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	2,000	D	\$ 35.68	<u>60,226.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	2,200	D	\$ 35.69	<u>58,026.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	3,800	D	\$ 35.7	<u>54,226.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	3,900	D	\$ 35.71	<u>50,326.6846</u> (1)	D
Common Stock, \$0.01 par value	01/17/2007	S	6,200	D	\$ 35.72	<u>44,126.6846</u> (1)	D
	01/17/2007	S	4,300	D	\$ 35.73		D

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Common Stock, \$0.01 par value						39,826.6846 <u>(1)</u>	
Common Stock, \$0.01 par value	01/17/2007	S	2,400	D	\$ 35.74	37,426.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,200	D	\$ 35.75	36,226.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,800	D	\$ 35.76	34,426.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	3,300	D	\$ 35.77	31,126.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,000	D	\$ 35.78	30,126.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,900	D	\$ 35.79	28,226.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,000	D	\$ 35.8	27,226.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,600	A	\$ 35.81	25,626.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	1,100	D	\$ 35.82	24,526.6846 <u>(1)</u>	D
Common Stock, \$0.01 par value	01/17/2007	S	900	D	\$ 35.83	23,626.6846 <u>(1)</u>	D
	01/17/2007	S	300	D	\$ 35.84		D

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Common Stock, \$0.01 par value						23,326.6846	
						<u>(1)</u>	
Common Stock, \$0.01 par value	01/17/2007	S	700	D	\$ 35.85	22,626.6846	D
						<u>(1)</u>	
Common Stock, \$0.01 par value	01/17/2007	S	1,200	D	\$ 35.86	21,426.6846	D
						<u>(1)</u>	
Common Stock, \$0.01 par value	01/17/2007	S	1,100	D	\$ 35.87	20,326.6846	D
						<u>(1)</u>	
Common Stock, \$0.01 par value	01/17/2007	S	600	D	\$ 35.88	19,726.6846	D
						<u>(1)</u>	

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

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 control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Otting Joseph M U.S. BANCORP 800 NICOLLET MALL MINNEAPOLIS, MN 55402			Vice Chairman	

Signatures

Lee R. Mitau for Joseph M. Otting	12/10/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) This amendment is filed only to show a change to the amounts of total direct holdings of the Reporting Person, and does not relate to the transactions that were completed by the Reporting Person on January 17, 2007. The amount of direct holdings includes shares acquired pursuant to dividend reinvestment in January 2007.

Remarks:

This is the first of two Form 4 reports reporting transactions by, and the resulting holdings of, the Reporting Person on the tran

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

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