

US BANCORP \DE\
Form 4
August 13, 2008

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 *
GLUCKMAN VICTORIA
BUYNISKI

(Last) (First) (Middle)

3 GRANDIN LANE

(Street)

CINCINNATI, OH 45208

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | (A) or (D) | Price |
| Common Stock, \$0.01 par value | 08/12/2008 | | M | | 10,873 | A | \$ 29.218 |
| | | | | | 168,187 | | |
| Common Stock, \$0.01 par value | 08/12/2008 | | M | | 3,322 | A | \$ 27.8109 |
| | | | | | 171,509 | | |
| Common Stock, \$0.01 par value | 08/12/2008 | | M | | 956 | A | \$ 27.8109 |
| | | | | | 172,465 | | |

| | | | | | | | |
|--------------------------------|------------|---|-------|---|---------|---------|---|
| Common Stock, \$0.01 par value | 08/12/2008 | M | 5,882 | A | \$ 28.5 | 178,347 | D |
| Common Stock, \$0.01 par value | 08/12/2008 | M | 5,894 | A | \$ 30.4 | 184,241 | D |
| Common Stock, \$0.01 par value | 08/12/2008 | M | 4,152 | A | \$ 30 | 188,393 | D |

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

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(9-02)

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Employee Director Stock Option (Right to Buy) | \$ 29.218 | 08/12/2008 | | M | 10,873 | <u>(1)</u> 03/09/2009 | Common Stock | 10,873 | |
| Non-Employee Director Stock Option (Right to Buy) | \$ 27.8109 | 08/12/2008 | | M | 3,322 | <u>(2)</u> 07/01/2009 | Common Stock | 3,322 | |
| Non-Employee Director Stock Option (Right to Buy) | \$ 27.8109 | 08/12/2008 | | M | 956 | <u>(2)</u> 07/01/2009 | Common Stock | 956 | |
| Non-Employee Director Stock Option (Right to Buy) | \$ 28.5 | 08/12/2008 | | M | 5,882 | <u>(3)</u> 01/20/2014 | Common Stock | 5,882 | |

to Buy)

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 30.4

08/12/2008

M

5,894

(4)

01/18/2015

Common
Stock

5,8

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 30

08/12/2008

M

4,152

(5)

01/17/2016

Common
Stock

4,1

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLUCKMAN VICTORIA BUYNISKI 3 GRANDIN LANE CINCINNATI, OH 45208 | X | | | |

Signatures

Lee R. Mitau for Victoria Buyniski
Gluckman

08/13/2008

Signature of Reporting Person

Date

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) The option vested in four equal annual installments beginning on March 9, 2000.
- (2) The option vested in four equal annual installments beginning on July 1, 2000.
- (3) The option vested in four equal annual installments beginning on January 20, 2005.
- (4) The option vests in four equal annual installments beginning on January 18, 2006.
- (5) The option vests in four equal annual installments beginning on January 17, 2007.

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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