

US BANCORP \DE\  
Form FWP  
May 19, 2011

Filed pursuant to Rule 433  
Registration No. 333-173636

**Medium-Term Notes, Series T**  
**\$1,000,000,000 4.125% Senior Notes due May 24, 2021**  
**Final Terms and Conditions**

<b>Issuer:</b>	U.S. Bancorp
<b>Note Type:</b>	Senior Medium Term Notes
<b>Ratings (Moody s / S&amp;P / Fitch*):</b>	Aa3 / A+ / AA- (Moody s / S&P / Fitch)
<b>Principal Amount:</b>	\$1,000,000,000
<b>Pricing Date:</b>	May 19, 2011
<b>Settlement Date:</b>	May 24, 2011 (T+3)
<b>Maturity Date:</b>	May 24, 2021
<b>Redemption Date:</b>	April 23, 2021
<b>Redemption Terms:</b>	Redeemable in whole or in part on or after the Redemption Date at 100% of the principal amount of the notes (par), plus accrued and unpaid interest thereon to the date of redemption. U.S. Bancorp shall provide 10 to 60 calendar days notice of redemption to the registered holder of the note.
<b>Coupon:</b>	4.125%
<b>Pricing Benchmark:</b>	UST 3.125% due May 15, 2021
<b>Benchmark Yield:</b>	3.202%
<b>Reoffer Spread:</b>	+ 97 bps
<b>Reoffer Yield:</b>	4.172%
<b>Price to Public:</b>	99.619%
<b>Gross Spread:</b>	0.242%
<b>All-In Price:</b>	99.377%
<b>Net Proceeds to Issuer:</b>	\$993,770,000
<b>First Coupon Date:</b>	November 24, 2011
<b>Interest Payment Dates:</b>	Semiannually, on the 24 <sup>th</sup> of May and November
<b>CUSIP:</b>	91159HHA1
<b>Joint Bookrunners:</b>	Deutsche Bank Securities Inc.; Morgan Stanley & Co. Incorporated; U.S. Bancorp Investments, Inc.

\*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. toll free at 800-854-5674, Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1659, or U.S. Bancorp Investments, Inc. at 1-877-558-2607.**