

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**DAVIS RICHARD K**

CIK: **1185480**

Type: **4** | Act: **34** | File No.: **001-06880** | Film No.: **13552149**

Mailing Address  
800 NICOLLET MALL  
MINNEAPOLIS MN 55402

### ISSUER

**US BANCORP \DE\**

CIK: **36104** | IRS No.: **410255900** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6021** National commercial banks

Mailing Address  
U.S.BANCORP  
800 NICOLLET MALL  
MINNEAPOLIS MN 55402

Business Address  
U.S.BANCORP  
800 NICOLLET MALL  
MINNEAPOLIS MN 55402  
(651)466-3000

# FORM 4

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

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>DAVIS RICHARD K</b>			2. Issuer Name and Ticker or Trading Symbol <b>US BANCORP [DE] [USB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>					
800 NICOLLET MALL			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>MINNEAPOLIS, MN 55402</b>								
(City)	(State)	(Zip)						

**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	05/03/2012		G	V	3,302	D	\$ 0	142,634	I	By Spouse's Trust
Common Stock, \$0.01 par value								204,972 <sup>(1)</sup>	D	
Common Stock, \$0.01 par value								15,191 <sup>(2)</sup>	I	By 401(k) plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	<sup>(3)</sup>	01/25/2013		A		30,804 <sup>(4)</sup>	02/15/2013	<sup>(5)</sup>	Common Stock, \$0.01 par value	30,804	\$ 0	135,589 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Includes amounts acquired pursuant to dividend reinvestment.
- Based on a plan report dated December 31, 2012, the most recent plan report available.

3. Restricted stock units convert into common stock on a one-for-one basis at the time of vesting.
4. A grant of restricted stock units was awarded to the Reporting Person on February 15, 2012, and was reported on a Form 4 filed on February 17, 2012. The number of restricted stock units originally awarded was subject to adjustment based on certain fiscal 2012 corporate performance measures. On January 25, 2013, the adjusted, final number of units subject to the award was determined. The number of restricted stock units in column 5 is the number of units by which the original award was increased. The number of units in column 9 is the total final award amount.
5. The restricted stock units vest in four equal annual installments beginning on the date listed in the Date Exercisable column of Box 6.

### Signatures

[Lee R. Mitau for Richard K. Davis](#)

\*\* Signature of Reporting Person

[01/28/2013](#)

Date

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

\* 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).

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

**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 Number.**