

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)

REPORTING OWNER

McCullough Howell D. III

CIK: **1432981**

Type: **4** | Act: **34** | File No.: **001-06880** | Film No.: **13552266**

Mailing Address

U.S. BANCORP

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 McCullough Howell D. III			2. Issuer Name and Ticker or Trading Symbol US BANCORP DE [USB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013		EVP and Chief Strategy Officer	
800 NICOLLET MALL (Street)			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	
MINNEAPOLIS, MN 55402 (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			

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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	01/25/2013		A		2,564 (2)	02/15/2013	(3)	Common Stock, \$0.01 par value	2,564	\$ 0	11,296 (2)	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis at the time of vesting.
- 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.
- 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 Howell D. McCullough III

** 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.