

US BANCORP \DE\
Form 4
April 27, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GRUNDHOFER JERRY A

(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)
04/25/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$0.01 par value | 04/25/2007 | | M ⁽¹⁾ | V 55,218 A \$ 55,218 | | D | |
| Common Stock, \$0.01 par value | 04/25/2007 | | G ⁽²⁾ | V 55,218 D \$ 0 0 | | D | |
| Common Stock, \$0.01 par value | 04/25/2007 | | G ⁽²⁾ | V 55,218 A \$ 0 337,300 | | I | By Family Trust |

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).

The shares acquired were a distribution from the Reporting Person's deferred compensation account upon the termination of his

(1) employment with U.S. Bancorp. Each Deferred Compensation Plan Participation was the economic equivalent of one share of U.S. Bancorp common stock.

(2) The transaction involved a gift of securities by the reporting person to his family trust.

(3) Based on a plan report dated March 31, 2007, the most recent plan report available.

(4) Deferred Compensation Plan Participation is valued against U.S. Bancorp common stock on a one-for-one basis and is payable in common stock at certain times following the termination of the Reporting Person's employment with U.S. Bancorp.

(5) Deferred Compensation Plan Participation was distributed to the reporting person in the form of shares of U.S. Bancorp common stock.

(6) Each Deferred Compensation Plan Participation was the economic equivalent of one share of U.S. Bancorp stock.

(7) Includes additional amounts acquired pursuant to a dividend reinvestment feature of the U.S. Bancorp Deferred Compensation Plan.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.