US BANCORP \DE\

Form 4

February 23, 2015

| FO | R | M | 4 |
|----|---|---|---|
|----|---|---|---|

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Perso Gifford Craig E | Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|---------------------------------|--|--|--|
| | US BANCORP \DE\ [USB] | (Check all applicable) | | |
| (Last) (First) (Middle | 3. Date of Earliest Transaction | ••• | | |
| 800 NICOLLET MALL | (Month/Day/Year) 02/19/2015 | Director 10% Owner _X_ Officer (give title Other (specify below) EVP and Controller | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| MINNEAPOLIS, MN 55402 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| ٨ | /IN | JN | FΔ | POI | 21 | MN | 55402 |
|---|-----|-------------------------------|---------------------------|-----|-----------|-------|-----------|
| ı | | $\mathbf{v} \cdot \mathbf{v}$ | $\mathbf{L}_{\mathbf{A}}$ | ГОЛ | / L \) - | IVIIN | .).)4()/_ |

| (City) | (State) | (Zip) Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly 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) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock, \$0.01 par value | 02/20/2015 | | M | 2,170 | A | \$ 0 | 20,716 | D | |
| Common Stock, \$0.01 par value | 02/20/2015 | | F | 730 | D | \$ 44.08 | 19,986 | D | |
| Common Stock, \$0.01 par value | | | | | | | 1,089 (1) | I | By 401(k) plan |

Edgar Filing: US BANCORP \DE\ - Form 4

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

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 control number.

SEC 1474 (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. Transactic Code (Instr. 8) | 5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5) | ve es d (A) or d of (D) | Expiration Date | | 7. Title and Amount (Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|----------------------------------|------------------|--------------------|---|---------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour or Numbe of Shar |
| Restricted Stock Units | <u>(2)</u> | 02/19/2015 | | A | 8,574 | | 02/19/2016(3) | (3) | Common Stock, \$0.01 par value | 8,574 |
| Restricted Stock Units | <u>(2)</u> | 02/20/2015 | | M | | 2,170 | 02/20/2015(3) | (3) | Common Stock, \$0.01 par value | 2,17 |
| Restricted Stock Units | (2) | | | | | | 01/22/2017(4) | <u>(4)</u> | Common Stock, \$0.01 par value | 11,51 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|--------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Gifford Craig E 800 NICOLLET MALL MINNEAPOLIS, MN 55402 | | | EVP and Controller | | | | |
| Cianaturas | | | | | | | |

Signatures

James L. Chosy for Craig E. 02/23/2015 Gifford

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: US BANCORP \DE\ - Form 4

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) Based on a plan report dated February 11, 2015, the most recent plan report available.
- (2) Restricted stock units convert into common stock on a one-for-one basis at the time of vesting.
- (3) The restricted stock units vest in four equal annual installments beginning on the date listed in the Date Exercisable column of Box 6.
- The vesting schedule for these securities was incorrectly reported on the amended Form 4 filed by the reporting person on February 10, 2015. These restricted stock units will vest in full on the date listed in the Date Exercisable column of Box 6.

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.