

DAVIS RICHARD K
Form 4
February 04, 2005

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 *
DAVIS RICHARD K

(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)
02/02/2005

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)
President and COO

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.01 par value	02/02/2005		M		14,878 A \$ 6.7176	73,967.78 (1)	D
Common Stock, \$0.01 par value	02/02/2005		S		14,878 D \$ 30.51	59,089.78	D
Common Stock, \$0.01 par value	02/02/2005		M		10,122 A \$ 6.7176	69,211.78	D

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Common Stock, \$0.01 par value	02/02/2005	S	10,122	D	\$ 30.51	59,089.78	D	
Common Stock, \$0.01 par value	02/02/2005	M	65,000	A	\$ 6.7176	65,000	I	Trust
Common Stock, \$0.01 par value	02/02/2005	S	31,060	D	\$ 30.51	33,940 ⁽²⁾	I	Trust
Common Stock, \$0.01 par value						43,002	I	Spouse's Trust
Common Stock, \$0.01 par value						7,639.92 ⁽³⁾	I	401(k) Plan

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

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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. 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.7176	02/02/2005		M	14,878	⁽⁴⁾	12/12/2005	Common Stock	14,878
Employee Stock	\$ 6.7176	02/02/2005		M	10,122	⁽⁴⁾	12/09/2005	Common Stock	10,122

Option
(Right to
Buy)

Employee
Stock

Option \$ 6.7176 02/02/2005 M 65,000 ⁽⁴⁾ 12/09/2005 Common Stock 65,000
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS RICHARD K U.S. BANCORP 800 NICOLLET MALL MINNEAPOLIS, MN 55402			President and COO	

Signatures

Lee R. Mitau for Richard K.
Davis 02/04/2005

__Signature of Reporting Person Date

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) Includes share amounts acquired in January 2005, pursuant to a dividend reinvestment plan in transactions exempt under Rule 16a-11.
- (2) A portion of the proceeds of the sale of shares received as a result of the option exercise were used to pay the expenses of that exercise as well as expenses related to the other exercises reported on this form.
- (3) Based on a plan report dated 1/31/05, the most recent plan report available.
- (4) The option vested in four equal annual installments beginning on December 12, 1996.

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