PETRY THOMAS E
Form 4
December 19, 2002

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

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

OMB APPROVAL

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1. Name and Address of Reporting Person* **Petry, Thomas E.**	2. Issuer Name **and** Ticker or Trading Symbol **U.S. Bancorp (USB)**		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director _ 10% Owner _ Officer (give title below) _ Other (specify below)
(Last) (First) (Middle) **1500 Chiquita Center** **250 East Fifth Street**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **12/17/02**	
(Street) **Cincinnati, OH 45202**		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person _ Form filed by More than One Reporting Person
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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			

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).

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FORM 4 (continued) **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)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 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	11. of Be Ow (In

						(Instr. 3, 4 & 5)								Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Restricted Stock Units	**1-for-1**	**12/17/02**		**A**		**2,500**		[1]	[1]	**Common Stock**	**2,500**		**2,500**	**D**	
Deferred Compensation Plan Participation	**1-for-1**							[2]	[2]	**Common Stock**	**177,534.31**		**177,534.31** [3]	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$21.64**	**12/17/02**		**A**		**7,200**		[4]	**12/17/12**	**Common Stock**	**7,200**		**7,200**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$20.78**								**1/02/12**	**Common Stock**	**8,600**		**8,600**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$23.34**								**2/27/11**	**Common Stock**	**6,100**		**6,100**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$23.4375**								**1/02/11**	**Common Stock**	**2,200**		**2,200**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$21.6875**								**12/12/10**	**Common Stock**	**8,900**		**8,900**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$22.5625**								**10/02/10**	**Common Stock**	**800**		**800**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$20.875**								**7/03/10**	**Common Stock**	**1,225**		**1,225**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$23.375**								**4/03/10**	**Common Stock**	**1,575**		**1,575**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$20.9375**								**1/03/10**	**Common Stock**	**7,675**		**7,675**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$21.375**								**12/14/09**	**Common Stock**	**6,900**		**6,900**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$25.625**								**10/01/09**	**Common Stock**	**900**		**900**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$28.00**								**7/01/09**	**Common Stock**	**1,350**		**1,350**	**D**	

Non-Employee Director Stock Option (Right to Buy)	**$28.00**								**7/01/09**	**Common Stock**	**3,300**		**3,300**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$29.4167**								**3/09/09**	**Common Stock**	**10,800**		**10,8000**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$21.00**								**4/14/08**	**Common Stock**	**18,000**		**18,000**	**D**	
Non-Employee Director Stock Option (Right to Buy)	**$13.7917**								**4/06/07**	**Common Stock**	**18,000**		**18,000**	**D**	

Explanation of Responses:

(1) The restricted stock units vest in four equal annual installments beginning on December 17, 2003. Vested units are payable in common stock when the reporting person retires in accordance with the Company's director retirement policy.
(2) Deferred Compensation Plan Participation is payable in common stock following termination of the reporting person's directorship with U.S. Bancorp.
(3) Includes additional amounts acquired in October pursuant to a dividend reinvestment feature of the U.S. Bancorp Deferred Compensation Plan.
(4) The option vests in four equal annual installments beginning on December 17, 2003.

By: /s/ **Lee R. Mitau** **12/19/02**
For Thomas E. Petry Date
**Signature of Reporting Person

**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.

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