

US BANCORP \DE\  
Form 8-K  
April 22, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 21, 2011**

**U.S. BANCORP**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-6880**

**41-0255900**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**800 Nicollet Mall  
Minneapolis, Minnesota**

**55402**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(651) 466-3000**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On April 21, 2011, U.S. Bancorp (the Company) established a Medium-Term Note Program, under which the Company may issue from time to time Medium-Term Notes, Series T (Senior) (the Series T Notes), and Medium-Term Notes, Series U (Subordinated) (the Series U Notes, and together with the Series T Notes, the Notes). The Series T Notes will be issued pursuant to the Indenture dated as of October 1, 1991 (the Senior Note Indenture) between the Company and Citibank, N.A., as Senior Note Trustee, and the Officers Certificate and Company Order dated April 21, 2011, pursuant to Sections 201, 301 and 303 of the Senior Notes Indenture. The Series U Notes will be issued pursuant to the Indenture dated as of October 1, 1991, as amended by a First Supplemental Indenture dated as of April 1, 1993 (as so amended, the Subordinated Note Indenture) between the Company and Citibank, N.A., as Subordinated Note Trustee, and the Officers Certificate and Company Order dated April 21, 2011, pursuant to Sections 201, 301 and 303 of the Subordinated Note Indenture. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3, File No. 333-173636.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Distribution Agreement dated April 21, 2011 between the Company and the Agents named therein.
  
  - 4.1 Officers Certificate and Company Order dated April 21, 2011, pursuant to Sections 201, 301 and 303 of the Senior Note Indenture (excluding exhibits thereto).
  
  - 4.2 Officers Certificate and Company Order dated April 21, 2011, pursuant to Sections 201, 301 and 303 of the Subordinated Note Indenture (excluding exhibits thereto).
  
  - 4.3 Specimen of Notes:
    - (a) Series T Fixed Rate Note;
  
    - (b) Series T Floating Rate Note;
  
    - (c) Series T Original Issue Discount Zero Coupon Note;
  
    - (d) Series T Original Issue Discount Fixed Rate Note;
  
    - (e) Series T Master Global Note;
  
    - (f) Series U Fixed Rate Note;
  
    - (g) Series U Floating Rate Note;
  
    - (h) Series U Original Issue Discount Zero Coupon Note;
  
    - (i) Series U Original Issue Discount Fixed Rate Note; and
  
    - (j) Series U Master Global Note.
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. BANCORP

Date: April 21, 2011

By: /s/ Lee R. Mitau  
Lee R. Mitau  
Executive Vice President, General Counsel  
and  
Corporate Secretary

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**EXHIBIT INDEX**

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  - (e) Series T Master Global Note;
  - (f) Series U Fixed Rate Note;
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  - (h) Series U Original Issue Discount Zero Coupon Note;
  - (i) Series U Original Issue Discount Fixed Rate Note; and
  - (j) Series U Master Global Note.