

US BANCORP \DE\
Form 8-K
April 28, 2008

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**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 25, 2008
U.S. BANCORP
(Exact name of registrant as specified in its charter)
1-6880
(Commission File Number)**

DELAWARE
(State or other jurisdiction
of incorporation)

41-0255900
(I.R.S. Employer
Identification Number)

800 Nicollet Mall
Minneapolis, Minnesota 55402
(Address of principal executive offices and zip code)
(651) 466-3000
(Registrant's telephone number, including area code)
(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 25, 2008, 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 R (Senior) (the Series R Notes), and Medium-Term Notes, Series S (Subordinated) (the Series S Notes, and together with the Series R Notes, the Notes). The Series R 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 25, 2008, pursuant to Sections 201, 301 and 303 of the Senior Note Indenture. The Series S 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 25, 2008, 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. 333-150298.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.1 Distribution Agreement dated April 25, 2008 between the Company and the Agents named therein.

 - 4.1 Officers Certificate and Company Order dated April 25, 2008, pursuant to Sections 201, 301 and 303 of the Senior Note Indenture (excluding exhibits thereto).

 - 4.2 Officers Certificate and Company Order dated April 25, 2008, pursuant to Sections 201, 301 and 303 of the Subordinated Note Indenture (excluding exhibits thereto).

 - 4.3 Specimen of Notes:
 - (a) Series R Fixed Rate Note;

 - (b) Series R Floating Rate Note;

 - (c) Series R Original Issue Discount Zero Coupon Note;

 - (d) Series R Original Issue Discount Fixed Rate Note;

 - (e) Series R Master Global Note;

 - (f) Series S Fixed Rate Note;

 - (g) Series S Floating Rate Note;

 - (h) Series S Original Issue Discount Zero Coupon Note;

 - (i) Series S Original Issue Discount Fixed Rate Note; and

 - (j) Series S Master Global Note.
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SIGNATURES

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.

Date: April 25, 2008

U.S. BANCORP

By: /s/ Lee R. Mitau

Name: Lee R. Mitau

Title: Executive Vice President, General
Counsel and Corporate Secretary

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 - (e) Series R Master Global Note;
 - (f) Series S Fixed Rate Note;
 - (g) Series S Floating Rate Note;
 - (h) Series S Original Issue Discount Zero Coupon Note;
 - (i) Series S Original Issue Discount Fixed Rate Note; and
 - (j) Series S Master Global Note.