

GRUNDHOFER JERRY A
Form 4
October 24, 2006

FORM 4

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

OMB APPROVAL

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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 *
GRUNDHOFER JERRY A

(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)
10/23/2006

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value | 10/23/2006 | | M | | 108,734 | A | \$ 23.631 |
| Common Stock, \$0.01 par value | 10/23/2006 | | M | | 106,721 | A | \$ 21.2306 |
| Common Stock, \$0.01 par value | 10/23/2006 | | S | | 700 | D | \$ 33.3 |

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|---|------------|---|-------|---|----------|---------|---|
| Common Stock, \$0.01 par value | 10/23/2006 | S | 3,000 | D | \$ 33.31 | 211,755 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 100 | D | \$ 33.33 | 211,655 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 800 | D | \$ 33.36 | 210,855 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 600 | D | \$ 33.37 | 210,255 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 2,300 | D | \$ 33.38 | 207,955 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 1,700 | D | \$ 33.39 | 206,255 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 700 | D | \$ 33.4 | 205,555 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 700 | D | \$ 33.41 | 204,855 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 4,300 | D | \$ 33.43 | 200,555 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 600 | D | \$ 33.44 | 199,955 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 700 | D | \$ 33.46 | 199,255 | D |
| | 10/23/2006 | S | 2,000 | D | \$ 33.48 | 197,255 | D |

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|---|------------|---|--------|---|----------|---------|---|
| Common Stock, \$0.01 par value | | | | | | | |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 4,300 | D | \$ 33.49 | 192,955 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 6,600 | D | \$ 33.5 | 186,355 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 12,300 | D | \$ 33.51 | 174,055 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 4,400 | D | \$ 33.52 | 169,655 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 17,600 | D | \$ 33.53 | 152,055 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 11,400 | D | \$ 33.54 | 140,655 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 7,100 | D | \$ 33.55 | 133,555 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 5,900 | D | \$ 33.56 | 127,655 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 16,400 | D | \$ 33.57 | 111,255 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 15,100 | D | \$ 33.58 | 96,155 | D |
| | 10/23/2006 | S | 5,500 | D | \$ 33.59 | 90,655 | D |

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|--------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock, \$0.01 par value | | | | | | | |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 6,300 | D | \$ 33.6 | 84,355 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 6,100 | D | \$ 33.61 | 78,255 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 6,300 | D | \$ 33.62 | 71,955 | D |
| Common Stock, \$0.01 par value | 10/23/2006 | S | 7,900 | D | \$ 33.63 | 64,055 | D |

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.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 23.631 | 10/23/2006 | | M | 108,734 | <u>(1)</u> | 11/20/2008 | Common Stock | 108,734 |
| Employee Stock Option | \$ 21.2306 | 10/23/2006 | | M | 106,721 | <u>(2)</u> | 12/14/2009 | Common Stock | 106,721 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRUNDHOFER JERRY A U.S. BANCORP 800 NICOLLET MALL MINNEAPOLIS, MN 55402 | X | | Chairman and CEO | |

Signatures

Lee R. Mitau for Jerry A.
Grundhofer

10/24/2006

__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) The option vested in four equal annual installments beginning on November 20, 1999.
 - (2) The option vested in four equal annual installments beginning on December 14, 2000.

Remarks:

A. The transactions reported on this form were made pursuant to a written 10b5-1 trading plan adopted in accordance with SE

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.