US BANCORP \DE\
Form DEF 14A
March 05, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

U.S. Bancorp

(Name of Registrant as Specified In Its Charter)

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A message from our CEO

Fellow shareholders:

At a time of dynamic and customer-driven change for the banking industry, one thing remains unchanged: U.S. Bancorp continues to deliver industry-leading financial performance, while also investing for an even stronger future.

We are proud of the value U.S. Bancorp created for its shareholders in 2018 and grateful for our hard-working and dedicated employees who embrace our culture of ethics and integrity while diligently serving customers, communities, shareholders and each other. With our core values guiding us, we firmly believe that "doing the right thing" is our formula for success.

As we reflect on all we accomplished in 2018, we also have sights set on maintaining our industry leadership in 2019 and beyond. Our long-term success requires balancing a best-in-class financial performance for shareholders with the right, forward-looking investments in our businesses. We are confident in our ability to meet this challenge because we manage the company both for today and for the future.

U.S. Bancorp's value creation for its shareholders is centered on our strategic platform and leveraging culture, customer passion, efficiency, innovation, financial discipline and delivering the entirety of the bank's value proposition to drive our future performance. In 2018, U.S. Bancorp achieved record net income, revenue and earnings per diluted share.

As Chairman, President and CEO of U.S. Bancorp, it is my privilege to be the steward of our trust-based relationships with shareholders, customers, communities and employees. I view it as one of my highest priorities. I am proud of the financial performance we delivered in 2018. Most importantly, I am proud of the 74,000 employees who carry our banner of trust every day.

Sincerely,

Andrew Cecere
Chairman, President and Chief Executive Officer

March 5, 2019

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A message from our Lead Director

Fellow shareholders:

The Board of Directors believes that U.S. Bancorp's commitment to the highest standards of corporate governance and conduct drives success and builds long-term, sustainable value for its shareholders. As Lead Director, I want to take this opportunity to share with you some of the ways my fellow directors and I pursue these objectives.

Business strategy. Our Board is actively engaged in overseeing the development and execution of U.S. Bancorp's long-term strategy. At each Board meeting and during our annual strategic planning session, we engage with and challenge, as appropriate U.S. Bancorp's senior leadership about the company's strategic direction. Our committees all undertake their work with a strategic perspective as well, from the Risk Management Committee's evaluation of corporate risks based on our strategic priorities to the Compensation and Human Resources Committee's approval of incentive-based compensation programs for our executive officers.

Risk oversight. One of our most significant responsibilities as the Board of a major financial services institution is the oversight of our company's risk management framework and effectiveness. We fulfill this responsibility by making sure that we have the information we need about U.S. Bancorp's material risks and then evaluating whether management has reasonable risk management and control processes in place to address those risks. Our Risk Management Committee has primary oversight of the company's risk management framework, and this committee meets in joint session annually with the Audit and Capital Planning Committees to ensure that our most significant risks are considered holistically. A key component to our oversight is responsiveness to emerging risks in a changing world, such as the Risk Management Committee's recent formation of a Cybersecurity Subcommittee to bring more focus to this increasing threat.

Ethical culture. "Do the right thing" is one of our long-standing core values, which has long been central to our business and to our reputation as a trusted financial partner. We are recognized for our strong ethical culture, and we know that we must continue to earn our reputation through the day-to-day actions of all U.S. Bancorp employees. In addition, the Board recognizes its unique responsibility to set the appropriate "tone at the top." We partner with management in fostering our company-wide commitment to ethics through modeling appropriate behaviors, emphasizing our corporate values and monitoring unethical conduct risk.

Board composition and effectiveness. We believe that our Board cannot do its work effectively unless it is independent of management and composed of qualified, engaged and diverse members. My role as Lead Director which includes approving Board meeting agendas and schedules, acting as a regular channel between the independent directors and the chief executive officer, and leading executive sessions of the Board's independent directors ensures strong independent leadership in the boardroom. Candidates selected for nomination to the Board have business skills and qualifications that directly link to corporate strategy, and we are pleased that 8 out of our Board's 17 members are women and/or people of color. We are confident that our Board is well-positioned to oversee our company's success.

Thank you for investing in U.S. Bancorp. I look forward to continuing to serve your interests in 2019.

Sincerely,

David B. O'Maley
Lead Director

March 5, 2019

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Notice of Annual Meeting of Shareholders of U.S. Bancorp

Date and time:	Tuesday, April 16, 2019, at 11:00 a.m., local time
Place:	The Hilton Columbus at Easton Easton Grand Ballroom 3900 Chagrin Drive Columbus, OH 43219
Items of business:	1. The election of the 17 directors named in the proxy statement 2. The ratification of the selection of Ernst & Young LLP as our independent auditor for the 2019 fiscal year 3. An advisory vote to approve the compensation of our executives disclosed in the proxy statement 4. Any other business that may properly be considered at the meeting or any adjournment of the meeting
Record date:	You may vote at the meeting if you were a shareholder of record at the close of business on February 19, 2019.
Voting by proxy:	It is important that your shares be represented and voted at the meeting. You may vote your shares by Internet or telephone by no later than 11:59 p.m., Eastern time, on April 15, 2019 (or April 11, 2019, for shares held in the U.S. Bank 401(k) Savings Plan), as directed in the proxy materials. If you received a printed copy of the proxy materials, you may also complete, sign and return the enclosed proxy card or voting instruction form by mail. Voting in any of these ways will not prevent you from attending or voting your shares at the meeting. We encourage you to vote by Internet or telephone to reduce mailing and handling expenses.
Internet availability of proxy materials:	**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on April 16, 2019: Our proxy statement and 2018 Annual Report are available at www.proxyvote.com.**

By order of the Board of Directors

Laura F. Bednarski
Corporate Secretary

March 5, 2019

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Proxy statement highlights

This highlights section does not contain all the information that you should consider before voting. Please read the entire proxy statement carefully.

Voting matters and Board recommendations

Proposal		Board recommendation	For more information
Proposal 1	**The election of the 17 director nominees named in the proxy statement**	**"FOR"** all nominees	Page 10
Proposal 2	**The ratification of the selection of Ernst & Young LLP as our independent auditor for the 2019 fiscal year**	**"FOR"**	Page 72
Proposal 3	**An advisory vote to approve the compensation of our executives disclosed in the proxy statement**	**"FOR"**	Page 73

Casting your vote

The Board of Directors of U.S. Bancorp is soliciting proxies for use at the annual meeting of shareholders to be held on April 16, 2019, and at any adjournment or postponement of the meeting. The proxy materials were first made available to shareholders on or about March 5, 2019.

Your vote is important! Please cast your vote and play a part in the future of U.S. Bancorp. Even if you plan to attend our annual meeting in person, please cast your vote as soon as possible by:

Internet	Telephone	Mail
www.proxyvote.com		

The voting deadline is 11:59 p.m., Eastern time, on April 15, 2019 (or April 11, 2019, for shares held in the U.S. Bank 401(k) Savings Plan).

Attending the annual meeting

Admission to the 2019 Annual Meeting of Shareholders is limited to our shareholders of record and street name holders as of the record date and their valid representatives. We encourage all of our shareholders who will be attending the meeting to pre-register at www.proxyvote.com and to print an admission ticket to bring with them.

Shareholders in attendance will have an opportunity to submit questions in writing to the CEO at the meeting. Shareholders pre-registering for the meeting at www.proxyvote.com can also submit a written question in advance.

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About U.S. Bancorp

U.S. Bancorp (NYSE traded: USB), with 74,000 employees and $467 billion in assets as of December 31, 2018, is the parent company of U.S. Bank National Association, the fifth-largest commercial bank in the United States. Founded in 1863, U.S. Bank is committed to serving its millions of retail, business, wealth management, payment, commercial and corporate, and investment services customers across the country and around the world as a trusted financial partner.

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Proxy statement highlights

Corporate performance highlights

We have consistently outpaced our peers in return on tangible common equity (ROTCE)[1]

Why we use ROTCE as a key measure of corporate performance

ROTCE which excludes goodwill and identified intangible assets measures the performance of businesses consistently, whether they were acquired or developed internally. We believe that evaluating ROTCE over time, in conjunction with other return and profitability metrics, provides investors with a comprehensive view of how effectively a company is managing shareholders' capital.

Over each of the last 10 years, we have produced an ROTCE that has exceeded the median ROTCE for banks in our financial peer group, and in all but one of those 10 years, we produced the highest ROTCE of any peer bank.

Other measures of our strong performance in 2018

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Proxy statement highlights

Director nominees at a glance

Name	Age	Director Since	Primary Occupation	Committee Memberships	Independent
Warner L. Baxter	57	2015	Chairman, President and CEO, Ameren Corporation	CP (Chair), A, E	
Dorothy J. Bridges	63	2018	Former Senior Vice President, Federal Reserve Bank of Minneapolis	PR, RM	
Elizabeth L. Buse	58	2018	Former CEO, Monitise PLC	A, CP	
Marc N. Casper	50	2016	President and CEO, Thermo Fisher Scientific Inc.	CP, G	
Andrew Cecere	58	2017	Chairman, President and CEO, U.S. Bancorp	CP, RM, E	CEO
Arthur D. Collins, Jr.	71	1996	Retired Chairman and CEO, Medtronic, Inc.	G (Chair), C, E	
Kimberly J. Harris	54	2014	President and CEO, Puget Energy, Inc.	PR (Chair), G, E	
Roland A. Hernandez	61	2012	Founding Principal and CEO, Hernandez Media Ventures	A (Chair), PR, E	
Doreen Woo Ho	71	2012	Commissioner, San Francisco Port Commission	CP, RM	
Olivia F. Kirtley	68	2006	Business Consultant	RM (Chair), C, E	
Karen S. Lynch	56	2015	Executive Vice President, CVS Health Corporation	A, PR	
Richard P. McKenney	50	2017	President and CEO, Unum Group	PR, RM	
Yusuf I. Mehdi	52	2018	Corporate Vice President, Microsoft Corporation	PR, RM	

David B. O'Maley **Lead Director**	72	1995	Retired Chairman, President and CEO, Ohio National Mutual Holdings, Inc.	C, G, E
O'dell M. Owens, M.D., M.P.H.	71	1991	President and CEO, Interact for Health	CP, C
Craig D. Schnuck	70	2002	Former Chairman and CEO, Schnuck Markets, Inc.	G, RM
Scott W. Wine	51	2014	Chairman and CEO, Polaris Industries Inc.	C (Chair), A, E

A Audit Committee
CP Capital Planning Committee
C Compensation and Human Resources Committee
G Governance Committee
PR Public Responsibility Committee
RM Risk Management Committee
E Executive Committee

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Board composition

Board refreshment at a glance

Executive compensation highlights

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Governance highlights

Board independence

Strong Lead Director position: Our independent directors elect from among their ranks a Lead Director, who has broad authority and responsibility over Board governance and operation.

Key committees independent: Independent directors comprise 100% of each of the Audit, Compensation and Human Resources, and Governance Committees.

Regular executive sessions: The full Board and its standing committees each meet in executive session on a regular basis without members of management present.

Board accountability

Majority voting: Our directors are elected annually by a majority of votes cast in uncontested elections. All nominees submit a contingent resignation in writing.

Board not classified: All our directors are elected annually.

Shareholder rights and engagement

3/3/20/20 proxy access: A shareholder or group of up to 20 shareholders that has held at least 3% of our company's stock for at least three years is able to nominate directors to fill up to 20% of the Board seats (but at least two directors).

Special meeting: Holders of at least 25% of our stock are able to call a special meeting of shareholders.

No poison pill: Our company does not maintain a shareholder rights plan.

Shareholder outreach: Each year we reach out to our top 50 shareholders to invite a conversation about corporate governance, executive compensation and any other matter of interest to the shareholder.

Board effectiveness

Board, committee and individual evaluations: The Governance Committee annually conducts rigorous Board assessments, including evaluations of committees and individual directors.

Overboarding restrictions: A director may not serve on more than three public company boards in addition to ours, and a director who is a CEO of a public company may not serve on more than two other boards, unless approved by our Board.

Retirement policy: Our Board does not have a rigid retirement policy but instead evaluates for appropriateness the re-nomination of an incumbent director after he or she has reached the age of 72.

Director/shareholder alignment

Stock ownership: Each non-employee director is required to hold stock equal in value to five times the annual cash retainer.

No hedging or pledging: Like our executive officers, our directors are prohibited from pledging our company's securities as collateral for a loan and from engaging in any hedging transactions involving the company's securities.

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Sustainable and responsible business practices

A commitment to long-term value requires a commitment to business practices that embrace opportunities and reduce risk in a changing world. Some of our key sustainable and responsible business practices are highlighted below.

Protecting data	We align our information security program with multiple industry standards to provide comprehensive coverage against threats to customer data. Our information security strategy is intelligence-driven and risk-based, allowing for agility and preparation against cyberthreats.
Expanding access	When developing products for customers who have a challenging credit history, like the Simple Loan product we launched in August 2018, we are deliberate about meeting those customers' needs for a safe source of credit with solutions that we believe we can offer on a sustainable basis.
Respecting privacy	We maintain an enterprise privacy program that provides guidance to business lines and corporate functions on the collection, use and sharing of customers' personal information. This program helps us deliver responsive customer service and develop new products and services that meet or anticipate customer needs, while respecting the privacy preferences our customers

have expressed.

Business ethics	Our global ethics program is designed to give employees the information, tools and training they need to make the right choices, find guidance when they need it, and report concerns without fear of retaliation.
Diversity and inclusion	Our strategic approach to D&I is to create and sustain an inclusive workplace that allows us to drive business growth. We signified our approach when we signed the CEO Pledge for Action alongside other Fortune 500 companies to foster inclusion and champion diversity across industries.
Pay equity	We are committed to fair and equitable pay and believe that a consistent focus on managing pay equity is an important part of promoting diversity. As part of this commitment, we have an ongoing process of reviewing compensation to ensure all employees are paid appropriately for their contributions to the success of our company.

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Proxy statement highlights

Responsible lending	Environmental sensitivity is an important component of our credit, investment, underwriting and payment procedures and is integrated into our overall risk management philosophy. We maintain additional environmental due diligence and review requirements for firms operating within certain sensitive industries to better guide our decisions regarding new or prospective relationships.	*To read our Environmental Responsibility Policy, go to www.usbank.com/environment.*
Company operations	We have committed to reducing our operational greenhouse gas (GHG) emissions by 40% by 2029 and 60% by 2044, using a 2014 baseline. We also build all new branches to Leadership in Energy and Environmental Design (LEED) certified standards.	
Corporate giving and engagement	Through our Community Possible platform, we invest our time, resources and passion in economic development by supporting efforts to create stable jobs, better homes and vibrant communities.	*To learn more about our corporate social responsibility initiatives, go to page 33.*

Named one of the World's Most Ethical Companies® by the Ethisphere Institute in 2019, the fifth year in a row

Included on the FTSE4Good Index

Ranked #6 on Fortune's 2018 Most Admired Companies list for Social Responsibility

Three of our leaders have been included on the American Banker "Most Powerful Women" list

Named one of the "Best Places to Work for LGBT Equality" by the Human Rights Campaign (HRC) and received a score of 100 percent on the 2018 HRC Corporate Equality Index

Included in the Military Times' Best for Vets list

Named one of the Leading Disability Employers by the National Organization on Disability in 2018

Named one of America's Best Employers for Women by Forbes

Named one of America's Best Employers for Diversity by Forbes

Received a score of A- from CDP (formerly known as the Carbon Disclosure Project) in 2016, 2017 and 2018

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Proposal 1 Election of directors

Our Board of Directors currently has 17 members, and directors are elected annually to one-year terms. All of our current directors have been nominated for election by the Board to hold office until the 2020 annual meeting and the election of their successors.

All of the nominees currently serve on our Board. Elizabeth L. Buse and Yusuf I. Mehdi were appointed directors by the Board in June 2018, and Dorothy J. Bridges was appointed a director by the Board in July 2018 (effective in October 2018). Each of the other nominees has previously been elected by the shareholders. The Board has determined that, except for Andrew Cecere, our Chairman, President and Chief Executive Officer, each nominee for election as a director at the annual meeting is independent from U.S. Bancorp as discussed later in this proxy statement under "Corporate Governance Director Independence."

Director selection and nomination considerations

Director nominee selection process

The selection process for first-time director candidates includes the following steps:

- identification of candidates by the Governance Committee based upon information provided by a director search firm, suggestions from current directors and executive officers, or recommendations received from shareholders;
- interviews of candidates by the Lead Director and other directors;
- reports presented to the Board by the Governance Committee on the candidates and selection process;
- recommendations made by the Governance Committee; and
- election by the Board or formal nomination by the Board for inclusion in the slate of directors at the annual meeting.

Director candidates recommended by shareholders are given the same consideration as candidates suggested by a search firm, directors or executive officers. A shareholder seeking to recommend a prospective candidate for the Governance Committee's consideration should submit the candidate's name and sufficient written information about the candidate to permit a determination by the Governance Committee of whether the candidate meets the director selection criteria set forth in our Corporate Governance Guidelines. Recommendations should be sent to the Chair of the Governance Committee in care of the Corporate Secretary of U.S. Bancorp at the address listed on page 82 of this proxy statement.

Director nomination considerations

Our Governance Committee continuously assesses the evolving opportunities and challenges facing our company in order to align the Board's composition with our company's leadership needs and strategic direction. When nominating new and incumbent directors, our Governance Committee considers the following factors:

Personal qualities: The Governance Committee will only consider individuals as candidates for director who possess the highest personal and professional ethics and integrity, and who are committed to representing the long-term interests of all our shareholders. Directors must be able to work in a collegial manner with persons of different education, business and cultural backgrounds.

Business skills and qualifications: The Governance Committee considers the balance of business experience represented on the Board at any one time and also reviews Board self-evaluations and information with respect to the business and professional expertise represented by current members in order to identify any specific skills and backgrounds desirable in future Board members. As part of this process, the Governance Committee identifies the particular areas of professional experience and skill sets represented on the Board and compares them to the set of skills that the Committee believes is important to have represented among the directors at any given time. Any gaps become focus areas for director search efforts.

When evaluating which business skills and qualifications each director or nominee possesses, the Governance Committee applies certain criteria to identify the skills, experiences and professional qualifications that are likely to be strong indicators of an individual's contribution to the Board's collective oversight work. These criteria, along with the number of our current directors and nominees who possess each skill or qualification and information about the strategic contributions of these skills and qualifications, are as follows:

Chief executive experience	10	Are current or former CEOs of publicly held or large private corporations	Have experience overseeing senior leadership, finance, marketing and execution of corporate strategy, from both a management and a board perspective
Financial services industry expertise	7	Have executive-level experience in the financial services industry	Possess deep knowledge of the business challenges and opportunities facing our company
Risk management	7	Have specific risk-management expertise, gained through leadership at either a critical infrastructure company or a financial services institution	Are particularly adept at identifying and assessing the varied risks facing our company as a large financial institution
Financial reporting and accounting	6	Have specialized financial reporting qualifications, such as experience as a CPA or as the CFO of a large corporation	Are particularly well suited to overseeing the quality and integrity of our company's financial statements
Regulated industry expertise	4	Have executive-level experience in a regulated industry other than financial services	Provide a valuable perspective on how an extensive regulatory framework intersects with strategic and operational planning
Corporate governance	3	Have significant experience serving on and leading the boards of other large corporations and/or professional experience in the corporate governance field	Help our Board fulfill its oversight function effectively
Customer experience	3	Have executive-level experience in a consumer-focused industry other than financial services	Provide insight into how our company interacts with retail customers
Community leadership	2	Have significant leadership experience in community service organizations	Provide perspective on our company's connections to the communities it

		and/or in public policy roles	serves and responsible business practices
Technological transformation	1	Has executive-level experience in an industry driving technological change	Contributes expertise regarding product innovation and evolving customer expectations

Diversity: Our Governance Committee regularly reviews the composition of the Board in light of the backgrounds, industries, skills, professional experience, geographic communities, gender, race, ethnicity and other personal qualities and attributes represented by our current members. The Governance Committee incorporates this broad view of diversity into its director nomination process and is committed to ensuring that the Board's composition as a whole appropriately reflects the current and anticipated needs of the Board and our company. The Governance Committee actively seeks women and people of color as candidates in every search effort.

Capacity: Serving on the board of a large financial institution requires a significant commitment of time and energy, and directors must be willing and able to devote sufficient attention to carrying out their duties and responsibilities effectively. The Governance Committee will consider the professional and other demands placed on candidates, including service on the boards of public companies or other large, complex organizations. Unless the Board determines that a director's service to our company would not be impaired, a director may not serve on more than three other boards of public companies in addition to our Board, and a director who serves as the CEO of a public company may not serve on more than two other boards of public companies in addition to our Board.

Tenure and refreshment: Our Governance Committee believes that it is important to maintain a balance of tenure on the Board to benefit from the business, industry and governance experience of longer-serving directors; the fresh perspectives contributed by new directors; and the value of continuity as Board composition changes. Our Governance Committee approaches its task of recommending candidates for election or re-election with the goal of having a mix of directors with long, medium and short tenures on the Board. It therefore aims to have a measured rate of Board refreshment.

For some time, the Governance Committee has been aware that several directors are expected to retire from the Board before the end of 2020, in accordance with the retirement policy described below. In order to avoid an abrupt loss of valuable institutional knowledge at that time, the Governance Committee has recommended the election of new directors at a rate exceeding the rate of director departure over the past several years. The Board has been willing to allow the number of directors to increase recently to give these newer directors the opportunity to serve on the Board alongside the longer-tenured directors for some time and benefit from their experience. The size of the Board is expected to be reduced following this transition period.

The Governance Committee's decision to renominate an incumbent director is informed by the director's past attendance, participation in the work of the Board and overall contribution to the Board, as assessed in the annual Board evaluation process. The Board is committed to effective succession planning and refreshment, which can require having difficult conversations with individual directors when the Governance Committee has determined that these directors are no longer contributing to the Board's effectiveness. As a result of these conversations, directors may decide or be asked not to stand for re-election at the next annual meeting.

Retirement and other considerations for incumbent directors: In addition to the factors stated above, the Governance Committee will evaluate any director's continued service on the Board for appropriateness in each of the following circumstances: the director has a change in employment or other major responsibilities, an employee director ceases to be a company employee, and the director has reached the age of 72 since his or her last election. At the time of his renomination for election at the 2019 annual meeting, the Governance Committee considered that David B. O'Maley would reach the age of 72 prior to that election. Among other things, it determined that Mr. O'Maley's continued service as Lead Director for a third term would be of significant value to the Board.

2019 nominees for director

Each of the director nominees named below has agreed to serve as a director if elected. Proxies may not be voted for more than 17 nominees. If, for any reason, any nominee becomes unable to serve before the election, the persons named as proxies will vote your shares for a substitute nominee selected by the Board of Directors. Alternatively, the Board of Directors may choose to reduce the number of directors that are nominated for election. In addition, as described below under "Corporate Governance Majority Vote Standard for Election of Directors," each of the nominees has tendered his or her contingent resignation as a director in accordance with our Corporate Governance Guidelines, to be effective if he or she fails to receive a majority of the votes cast in an uncontested election and the Board accepts the tendered resignation.

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Included below is certain information that the director nominees have provided as well as additional information that the Board considered in nominating them. Board service dates listed include service as directors of U.S. Bancorp's predecessor companies.

Warner L. Baxter
Director since 2015

Committees

Chair, Capital Planning

Audit

Executive

Business experience: Mr. Baxter, 57, is the Chairman, President and Chief Executive Officer of Ameren Corporation, a regulated electric and gas utility company serving customers in Missouri and Illinois. He has served in these positions since 2014. Mr. Baxter served as Chairman, President and Chief Executive Officer of Ameren Missouri from 2009 to 2014 and as Executive Vice President and Chief Financial Officer of Ameren Corporation from 2003 to 2009. In addition, he also served as President and Chief Executive Officer of Ameren Services from 2007 to 2009.

Other directorships:

Ameren Corporation since 2014 (Chairman)

UMB Financial Corporation from 2013 to 2015

Skills and qualifications:

Chief executive experience: Mr. Baxter's experience as a current CEO of a Fortune 500 company provides valuable leadership insight to the Board.

Financial reporting and accounting: Through his past experience as the CFO and Controller of a large publicly traded company, Mr. Baxter brings extensive financial reporting and accounting expertise to our Board.

Regulated industry expertise: As the current President and CEO of a company in a highly regulated industry, Mr. Baxter provides valuable perspective on regulatory and business challenges facing our company.

Risk management: As the current President and CEO of a company in a critical infrastructure industry, Mr. Baxter brings valuable risk management expertise to our Board of Directors.

Business experience: Ms. Bridges, 63, is the former Senior Vice President of Public Affairs, Outreach and Community Development of the Federal Reserve Bank of Minneapolis, one of the twelve regional banks in the Federal Reserve System. She served as Senior Vice President from July 2011 until June 2018. Prior to joining the Federal Reserve Bank of Minneapolis, Ms. Bridges served as the President and Chief Executive Officer of City First Bank, a commercial bank providing financial services in low- and moderate-income communities, from 2008 until July 2011, and as President and Chief Executive Officer of Franklin National Bank, a Minneapolis commercial bank, from 1999 to 2008.

Skills and qualifications:

Dorothy J. Bridges
Director since 2018

Committees

Public Responsibility

Risk Management

Financial services industry expertise: Ms. Bridges's extensive experience in the banking industry, as a senior leader of a reserve bank and as the CEO of two commercial banks, gives her valuable industry and regulatory oversight expertise.

Community leadership: Through her experience as the senior leader in charge of public affairs, outreach and community development, and as the CEO of a commercial bank focusing on low- and moderate-income communities, Ms. Bridges brings to our Board expertise in understanding the financial needs of the individuals living in the communities we serve.

Elizabeth L. Buse
Director since 2018

Committees

Audit

Capital Planning

Business experience: Ms. Buse, 58, is the former Chief Executive Officer of Monitise PLC, a global mobile banking and payments company based in the United Kingdom. She served as Co-Chief Executive Officer and Chief Executive Officer of Monitise during 2014 and 2015, after retiring from Visa, Inc., the world's leading payment network, as Executive Vice President of Global Services, a position she held from 2013 to 2014. Ms. Buse held various senior leadership positions at Visa prior to that time, including as Group President for Asia-Pacific, Central Europe, Middle East and Africa from 2010 to 2013.

Other directorships:

Travelport Worldwide Ltd. since 2014 (Compensation and Nominating and Corporate Governance Committees)

Monitise PLC from 2014 to 2015

Skills and qualifications:

Financial services industry expertise: As the former CEO of Monitise and as a director for several public and private financial services technology companies, Ms. Buse gained broad financial industry expertise that is particularly relevant to our Board.

Marc N. Casper
Director since 2016

Committees

Business experience: Mr. Casper, 50, is the President and Chief Executive Officer of Thermo Fisher Scientific Inc., a leader in life sciences and healthcare technologies. He has served as President and Chief Executive Officer since 2009. He served as Executive Vice President and Chief Operating Officer from 2008 to 2009 and Executive Vice President of Thermo Fisher and President of its Analytical Technologies business from 2006 to 2008. He joined Thermo Electron Corporation, a predecessor to Thermo Fisher Scientific, in 2001 and held various leadership positions within that company before being named Executive Vice President of Thermo Fisher in 2006.

Other directorships:

Thermo Fisher Scientific Inc. since 2009

Skills and qualifications:

Capital Planning	**Chief executive experience:** Mr. Casper's experience as the CEO of a large life sciences and healthcare technologies company gives him broad and valuable leadership experience.
Governance	**Regulated industry expertise:** Mr. Casper's experience as the leader of a company in a heavily regulated industry gives him valuable insight on regulatory challenges.

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Andrew Cecere
Director since 2017

Committees

Capital Planning

Risk Management

Executive

Business experience: Mr. Cecere, 58, is the Chairman, President and Chief Executive Officer of U.S. Bancorp. He has served in this position since April 2018. He served as President and Chief Executive Officer from April 2017 to April 2018, as well as President and Chief Operating Officer from January 2016 to April 2017, after having served as Vice Chairman and Chief Operating Officer from January 2015 until January 2016. From February 2007 until January 2015, Mr. Cecere served as U.S. Bancorp's Vice Chairman and Chief Financial Officer, after having served as Vice Chairman, Wealth Management and Investment Services of U.S. Bancorp since the merger of Firstar Corporation and U.S. Bancorp in February 2001. Previously, he had served as an executive officer of the former U.S. Bancorp, including as Chief Financial Officer from May 2000 through February 2001.

Other directorships:

Donaldson Company, Inc. since 2013 (Audit Committee)

Skills and qualifications:

Chief executive experience: As CEO of U.S. Bancorp, Mr. Cecere brings to all Board discussions and deliberations deep knowledge of our company and its business.

Financial reporting and accounting: Through his service on the audit committee of a public company, as well as his past experience as CFO of U.S. Bancorp, Mr. Cecere brings valuable financial reporting and accounting expertise to our Board.

Financial services industry expertise: Mr. Cecere has deep expertise in the financial services industry, gained through a career of more than 30 years at U.S. Bancorp.

Risk management: Mr. Cecere brings to our Board valuable risk management expertise gained through his work as CFO, Chief Operating Officer, and then CEO of U.S. Bancorp during the challenging regulatory and market environment of recent years.

Arthur D. Collins, Jr.
Director since 1996

Committees

Chair, Governance

Compensation and Human Resources

Executive

Business experience: Mr. Collins, 71, is the retired Chairman and Chief Executive Officer of Medtronic, Inc., a leading medical device and technology company. Mr. Collins served as Chairman of Medtronic from 2002 until August 2008 and Chief Executive Officer from 2002 until August 2007. Mr. Collins served as President of Medtronic from 1996 to 2002 and also as Chief Operating Officer from 1994 to 2002. Since April 2009, Mr. Collins has acted as a senior advisor for Oak Hill Capital Partners, which manages a private equity portfolio of over $8 billion of private equity capital and over $20 billion of investment capital. He is also a managing partner of Acorn Advisors, LLC, which provides consulting services to nonprofit organizations.

Other directorships:

The Boeing Company since 2007 (Compensation Committee Chair; Governance, Organization and Nominating Committee)

Arconic Inc. (formerly Alcoa Inc.) since 2010 (Compensation and Benefits Committee Chair; Governance and Nominating Committee)

Cargill, Incorporated from 2000 to 2018

Skills and qualifications:

Chief executive experience: Mr. Collins's experience as CEO of Medtronic gives him a broad perspective on a variety of complex business and financial issues that is valuable in his service on our Board.

Corporate governance: Mr. Collins's experience on the boards of several large public companies has given him significant corporate governance expertise.

Regulated industry expertise: Mr. Collins gained extensive regulated industry expertise through his service as Chairman and CEO of a medical device and technology company.

Kimberly J. Harris
Director since 2014

Committees

Chair, Public Responsibility

Governance

Executive

Business experience: Ms. Harris, 54, is the President and Chief Executive Officer of Puget Energy, Inc., an energy services holding company, and its subsidiary Puget Sound Energy, Inc., a utility company providing electric and natural gas service in the northwest United States. She has served in these positions since March 2011. Ms. Harris served as President of Puget Energy and Puget Sound Energy from July 2010 through February 2011 and as Executive Vice President and Chief Resource Officer from May 2007 until July 2010. Ms. Harris served as Senior Vice President, Regulatory Policy and Energy Efficiency, of these companies from 2005 until May 2007.

Other directorships:

Puget Energy, Inc. and Puget Sound Energy, Inc. since 2011

Skills and qualifications:

Chief executive experience: Ms. Harris's experience as a current CEO provides valuable leadership perspective to our Board gained by leading a large company through the current economic and regulatory environment.

Regulated industry expertise: Ms. Harris's experience as the leader of a company in a heavily regulated industry gives her valuable expertise in managing a complex business in the context of an extensive regulatory regime.

Risk management: As the current President and CEO of a company in a critical infrastructure industry, Ms. Harris brings valuable risk management experience to our Board.

Business experience: Mr. Hernandez, 61, is the Founding Principal and Chief Executive Officer of Hernandez Media Ventures, a privately held company engaged in the acquisition and management of media assets. He has served in this capacity since January 2001. Mr. Hernandez served as Chairman of Telemundo Group, Inc., a Spanish-language television and entertainment company, from 1998 to 2000 and as President and Chief Executive Officer from 1995 to 2000.

Other directorships:

MGM Resorts International since 2002 (Lead Director; Compensation Committee Chair; Audit and Corporate Social Responsibility Committees)

Vail Resorts, Inc. since 2002 (Lead Director; Nominating and Governance Committee Chair; Executive and Audit Committees)

Belmond Ltd. (formerly Orient Express Hotels Ltd.) since 2013 (Chairman)

Skills and qualifications:

Roland A. Hernandez
Director since 2012

Committees

Chair, Audit

Public Responsibility

Executive

Chief executive experience: As the Founding Principal and CEO of Hernandez Media Ventures and the former Chairman, President and CEO of a television and entertainment company, Mr. Hernandez has gained business expertise that is particularly relevant to a major consumer bank such as U.S. Bank.

Corporate governance: As the Chairman or Lead Director of three public companies, Mr. Hernandez brings to our Board significant expertise in current corporate governance issues and practices.

Financial reporting and accounting: With his extensive past and current experience on the audit committees of the boards of public companies, Mr. Hernandez brings broad financial reporting and accounting expertise to our Board.

Doreen Woo Ho
Director since 2012

Committees

Capital Planning

Risk Management

Business experience: Ms. Woo Ho, 71, is a Commissioner of the San Francisco Port Commission, the governing board responsible for the San Francisco, California, waterfront adjacent to San Francisco Bay. She has served on the Port Commission since May 2011 and served as President from 2012 to 2014. Ms. Woo Ho served as President and Chief Executive Officer of United Commercial Bank, a California commercial bank, from September 2009 to November 2009. She served as President of Community Banking at United Commercial from January 2009 to September 2009. Ms. Woo Ho served as Executive Vice President responsible for Enterprise Marketing, Student Loans and Corporate Trust at Wells Fargo & Company, a diversified financial services company, in 2008. She served as President of the Consumer Credit Group of Wells Fargo from 1998 to 2007. Ms. Woo Ho was also a member of the Wells Fargo Management Committee from 1999 to 2008. Prior to joining Wells Fargo, she worked in various credit and lending roles in the Corporate and Consumer Banking groups at Citibank for 25 years.

Other directorships:

Hercules Capital, Inc. since 2016 (Nominating Committee Chair; Compensation Committee)

Skills and qualifications:

Financial services industry expertise: Ms. Woo Ho's over 35 years of commercial and consumer banking experience brings valuable industry experience and knowledge to our Board.

Risk management: Through her experience as a senior leader in the banking industry, Ms. Woo Ho brings experience identifying, assessing and managing risk exposures of large, complex financial firms.

Olivia F. Kirtley
Director since 2006

Business experience: Ms. Kirtley, 68, a Certified Public Accountant and Chartered Global Management Accountant, has served as a business consultant on strategic, risk and corporate governance issues since 2000. She also served as the President of the International Federation of Accountants ("IFAC"), the global organization for the accountancy profession which facilitates the establishment of international auditing, ethics and education standards, from 2014 to 2016, and as Deputy President of IFAC from 2012 to 2014. Prior to 2000, she served as a senior manager at a predecessor to accounting firm Ernst & Young LLP, and as Treasurer, Vice President and Chief Financial Officer at Vermont American Corporation.

Other directorships:

Papa John's International, Inc. since 2003 (Compensation Committee Chair; Corporate Governance and Nominating Committee)

Committees	Randgold Resources Ltd. from 2017 to 2019
	Skills and qualifications:
Chair, Risk Management	
Compensation and Human Resources	**Corporate governance:** Ms. Kirtley brings to our Board a deep understanding of a wide range of current governance issues gained by her work as a corporate governance consultant and a faculty member of The Conference Board Directors' Institute.
Executive	**Financial reporting and accounting:** Ms. Kirtley gained extensive audit, financial reporting, and risk management experience as the CFO of an international company, as a CPA at a large international accounting firm and through her service as President of IFAC.

Karen S. Lynch
Director since 2015

Committees

Audit

Public Responsibility

Business experience: Ms. Lynch, 56, is an Executive Vice President of CVS Health Corporation, a leading pharmacy and health care company, and President of its Aetna Business Unit. She has served in this position since November 2018. Ms. Lynch served as President of Aetna, Inc., a diversified health care benefits company, from 2014 until CVS Health's acquisition of Aetna in November 2018. She served as Executive Vice President of Aetna's Local and Regional business from 2013 to 2014 and Executive Vice President of Aetna's Specialty Products business from 2012 to 2013. Ms. Lynch served as President of Magellan Health Services Inc., a health care management company, from 2009 to 2012. Ms. Lynch began her career as a Certified Public Accountant at auditing firm Ernst & Young LLP.

Skills and qualifications:

Financial reporting and accounting: Ms. Lynch's past experience as a CPA and public company auditor provides valuable financial reporting and accounting expertise to our Board.

Financial services industry expertise: Ms. Lynch's extensive insurance industry experience provides her with valuable financial services industry expertise.

Risk management: Ms. Lynch contributes valuable risk management expertise in the financial services industry through her experience leading a large health care benefits company.

Richard P. McKenney
Director since 2017

Committees

Business experience: Mr. McKenney, 50, is the President and Chief Executive Officer of Unum Group, a workplace financial protection benefits company. He has served as President since April 2015 and as Chief Executive Officer since May 2015. Mr. McKenney served as Executive Vice President and Chief Financial Officer of Unum from 2009 to 2015. Prior to joining Unum in 2009, he served as Executive Vice President and Chief Financial Officer at Sun Life Financial, Inc., an international financial services company, from 2006 to 2009.

Other directorships:

Unum Group since 2015

Skills and qualifications:

Chief executive experience: Mr. McKenney's experience as a current CEO provides valuable expertise to our Board gained by leading a large company through the current economic and regulatory environment.

Public Responsibility

Financial reporting and accounting: Through his past experience as CFO of several companies, Mr. McKenney brings extensive financial reporting and accounting expertise to our Board.

Risk Management

Financial services industry expertise: As the current President and CEO of a financial services company, Mr. McKenney brings to our Board discussions expertise in managing the business environment facing financial services companies.

Risk management: Through his experience as the leader of a financial services company, Mr. McKenney brings experience identifying, assessing and managing risk exposures of large, complex financial firms.

Yusuf I. Mehdi
Director since 2018

Committees

Public Responsibility

Risk Management

Business experience: Mr. Mehdi, 52, is the Corporate Vice President of the Modern Life and Devices Group of Microsoft Corporation, a multinational technology company, representing the Windows, Surface, Office, and Bing businesses. He has served in this position since June 2018. From 2015 to June 2018, he served as Corporate Vice President of the Windows and Devices Group and from 2011 to 2015 as the Corporate Vice President and Chief Marketing and Strategy Officer of the Interactive Entertainment Division, including Xbox. Mr. Mehdi joined Microsoft in 1992 and held various leadership positions within the company prior to being named Senior Vice President of Microsoft's Online Services Division in 2001.

Skills and qualifications:

Customer experience: Mr. Mehdi's role driving customer experience at a large multinational company brings valuable current retail and online business expertise to our Board.

Technological transformation: Mr. Mehdi's significant experience in an industry that must adapt in real time to rapid changes in technology and customer expectations is a valuable resource in executing U.S. Bancorp's corporate strategy.

David B. O'Maley
Director since 1995

Lead Director

Business experience: Mr. O'Maley, 72, is the retired Chairman, President and Chief Executive Officer of Ohio National Mutual Holdings, Inc. and its subsidiary Ohio National Financial Services, Inc., an intermediate insurance holding company that markets insurance and financial products through its affiliates, including The Ohio National Life Insurance Company. Mr. O'Maley served as Executive Chairman of these companies from November 2010 to May 2012 after serving as Chairman, President and Chief Executive Officer of Ohio National Mutual Holdings and Ohio National Financial Services from 1994 until November 2010. He joined Ohio National in 1992.

Skills and qualifications:

Chief executive experience: Mr. O'Maley's experience as the CEO of a large, complex company provides leadership and management expertise to our Board.

Financial services industry expertise: As the retired Chairman, President and CEO of a large financial services company, Mr. O'Maley brings to our Board discussions expertise in managing regulatory and

Committees	business challenges facing financial services companies.
Compensation and Human Resources	**Risk management:** Mr. O'Maley brings valuable risk management expertise to our Board through his experience leading a large financial services company.
Governance	
Executive	

O'dell M. Owens, M.D., M.P.H.
Director since 1991

Committees

Capital Planning

Compensation and Human Resources

Business experience: Dr. Owens, 71, is the President and Chief Executive Officer of Interact for Health, a regional health and wellness company, and has served in this role since October 2016. He previously served as the Interim Health Commissioner and Medical Director for the Cincinnati Health Department from November 2015 to October 2016 and as the President of Cincinnati State Technical and Community College from September 2010 until September 2015. Dr. Owens has been a member of the Federal Reserve Bank of Cleveland's Cincinnati Business Advisory Council since 2012. He has also been providing services as an independent consultant in medicine, business, education and work-site employee benefits since 2001 and served as the President and Chairman of the Board for Project GRAD (Graduation Really Achieves Dreams), a national non-profit organization formed to improve inner-city education, from 2001 until 2015.

Skills and qualifications:

Community leadership: Through his experience in public service leadership roles as a medical doctor, coroner, college president and health commissioner, Dr. Owens brings a unique perspective to our Board by combining business expertise and leadership with a strong focus on community service and public policy.

Craig D. Schnuck
Director since 2002

Business experience: Mr. Schnuck, 70, is the former Chairman and Chief Executive Officer of Schnuck Markets, Inc., a regional supermarket chain. He was elected President of Schnuck Markets in 1984 and served as Chief Executive Officer from 1989 until January 2006. He also served as Chairman from January 1991 until December 2006. Mr. Schnuck continued to be active in the Schnuck Markets business as Chair of its Executive Committee from 2007 until 2014 and was named Chairman Emeritus in 2014.

Skills and qualifications:

Chief executive experience: Mr. Schnuck brings to our company substantial leadership experience gained as the long-serving Chairman, CEO and Chair of the Executive Committee of a large, regional food retailer.

Committees

Governance

Risk Management

Customer experience: In addition to leading a large consumer goods business, Mr. Schnuck also served for nine years on the board of governors of the Uniform Code Council, the agency that oversees his industry's most fundamental technologies, serving as Chairman for two terms. This work has given him additional insight into technological innovation in retail business, which is an important focus in various U.S. Bancorp business lines.

Scott W. Wine
Director since 2014

Committees

Chair, Compensation and Human Resources

Audit

Executive

Business experience: Mr. Wine, 51, is the Chairman and Chief Executive Officer of Polaris Industries Inc., a worldwide manufacturer and marketer of innovative high-performance motorized products. He has served as Chairman since 2013, and Chief Executive Officer since 2008. Mr. Wine served as President of Fire Safety Americas, a division of United Technologies Corporation, from 2007 to 2008. Prior to that time, Mr. Wine held various senior leadership positions at Danaher Corporation and Honeywell International, Inc. from 1996 to 2007.

Other directorships:

Polaris Industries Inc. since 2008 (Technology Committee)

Terex Corporation since 2011 (Compensation and Governance and Nominating Committees)

Skills and qualifications:

Chief executive experience: Mr. Wine's experience as the CEO of a large international manufacturing company gives him broad and valuable experience in a business focused on growing operations within domestic and overseas markets.

Customer experience: Mr. Wine contributes to our Board a current perspective on retail business gained from his leadership of a consumer-focused company.

FOR

The Board of Directors recommends a vote "FOR" election of the 17 director nominees to serve until the next annual meeting and the election of their successors.

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Corporate governance

Our Board of Directors and management are dedicated to exemplary corporate governance. Good corporate governance is vital to our continued success. Our Board of Directors has adopted Corporate Governance Guidelines to provide a corporate governance framework for our directors and management to effectively pursue our objectives for the benefit of our shareholders. The Board reviews and updates these guidelines and the charters of the Board committees at least annually in response to evolving best practices and the results of annual Board and committee evaluations. Our Corporate Governance Guidelines can be found at www.usbank.com by clicking on "About Us" and then "Investor Relations" and then "Corporate Governance" and then "Governance Documents."

Director independence

Our Board of Directors has determined that each of the following directors, comprising all of our non-employee directors, has no material relationship with U.S. Bancorp and is independent: Warner L. Baxter, Dorothy J. Bridges, Elizabeth L. Buse, Marc N. Casper, Arthur D. Collins, Jr., Kimberly J. Harris, Roland A. Hernandez, Doreen Woo Ho, Olivia F. Kirtley, Karen S. Lynch, Richard P. McKenney, Yusuf I. Mehdi, David B. O'Maley, O'dell M. Owens, M.D., M.P.H., Craig D. Schnuck and Scott W. Wine. Andrew Cecere is not independent because he is an executive officer of U.S. Bancorp.

Our Board has adopted a set of standards in our Corporate Governance Guidelines to assist it in assessing the independence of each of our non-employee directors. A director of U.S. Bancorp who meets the independence qualifications of the New York Stock Exchange (the "NYSE") listing standards may be deemed "independent" by the Board of Directors after consideration of the relationships between U.S. Bancorp or any of its affiliates and the director or any of his or her immediate family members or other related parties. Our Board deems the following relationships to be categorically immaterial such that they will not, by themselves, affect an independence determination:

- a relationship between our company and an organization of which the director or a member of his or her immediate family is an executive officer if that role does not constitute that person's principal occupation;

- an ordinary banking relationship for services readily available from other large financial institutions;

- employment by our company of a member of the director's immediate family if that person's annual compensation does not exceed $120,000; and

- a relationship between our company and an organization with which the director or a member of his or her immediate family is affiliated if (a) the relationship arises in the ordinary course of both parties' operations and (b) the aggregate annual amount involved does not exceed $120,000.

The only relationships between U.S. Bancorp and our directors or the directors' related interests that were considered by the Board when assessing the independence of our non-employee directors are the relationships between U.S. Bancorp and both Microsoft Corporation, a corporation with which our director Yusuf I. Mehdi is affiliated, and Schnuck Markets, Inc., a corporation with which our director Craig D. Schnuck is affiliated. The Board determined that these relationships, which are described later in this proxy statement under the heading "Certain Relationships and Related Transactions Related Person Transactions," did not impair Mr. Mehdi's or Mr. Schnuck's independence. This determination was based on the Board's conclusion that the amounts involved in transactions between U.S. Bancorp and Microsoft or Schnuck

Markets, as the case may be, are immaterial to Microsoft's and Schnuck Markets' gross revenues, respectively, and that the relationships had no unique characteristics that could influence Mr. Mehdi's or Mr. Schnuck's impartial judgment as a director of U.S. Bancorp.

Board meetings and committees

The Board of Directors conducts its business through meetings of the Board and the following standing committees: Audit, Capital Planning, Compensation and Human Resources, Governance, Public Responsibility, Risk Management, and Executive. The standing committees report on their deliberations and actions at each full Board meeting. Each of the standing committees has the authority to engage outside experts, advisers and counsel to the extent it considers

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appropriate to assist the committee in its work. Each of the standing committees has adopted and operates under a written charter. These charters can be found on our website at www.usbank.com by clicking on "About Us" and then "Investor Relations" and then "Corporate Governance" and then "Board Committees."

The independent directors meet in executive session (without the CEO or any other member of management present) at the end of each regularly scheduled Board meeting and may also meet in executive session at any other time. The Lead Director presides over these executive sessions. See "Board Leadership Structure." During each committee meeting, the committees have the opportunity to hold executive sessions without members of management present.

The Board of Directors held nine meetings during 2018. Each director attended at least 75% of the total meetings of the Board and Board committees on which he or she served during the year. The average attendance rate of all directors at Board and Board committee meetings in 2018 was 98%.

Directors are expected to attend all meetings of shareholders. All directors serving at the time attended the 2018 annual meeting, except Mr. Casper.

Board performance evaluations

Our Governance Committee conducts an annual assessment of the Board's performance to determine whether the Board, its committees and its members are functioning effectively and to identify areas for growth and improvement. The annual process is as follows:

Based on director feedback received over the last several years through this annual evaluation process and through less formal channels, management has adjusted the content and style of its written materials and oral presentations for committee meetings. In addition, the Governance Committee has received information about the skills and qualifications that directors would like future Board or committee members to have. Director feedback has also led to discussion of how to appropriately balance oversight responsibility for critical matters affecting our company among the Board and its committees, and how committee action is most effectively communicated to the full Board.

Director education

We believe that it is of utmost importance that our directors receive additional information and training about issues that are critical to exercising prudent oversight of the management of our company. We have implemented a robust director education program that begins with in-depth training covering our industry and each of our lines of business, and that continues with special education sessions throughout the year that highlight current business, industry, regulatory and governance topics presented by internal and external experts.

Shareholder engagement

We value the views of our investors and welcome feedback from them. Our standard engagement practice is to initiate conversations with our largest investors each fall. In the fall of 2018, we reached out to our top 50 shareholders and invited them to talk to us about corporate governance and executive compensation, along with other topics they want to discuss. We also consider requests for engagement from shareholders outside of the fall outreach effort.

All of our engagement meetings with shareholders in 2018 were held telephonically. The fall meetings were attended by members of management from the following functions: executive compensation, investor relations, and the Corporate Secretary's office. Meetings requested by shareholders at other times were attended by management representatives from various corporate functions according to the topics to be discussed. When investors requested participation by an independent director, Mr. O'Maley joined the call in his capacity as Lead Director.

Management shares the feedback received from shareholders with the Governance Committee, and shares feedback related to executive compensation matters with the Compensation and Human Resources Committee. The committees take the views expressed by our shareholders into consideration when making decisions. For example, shareholder feedback played a large role in the changes the Compensation and Human Resources Committee made to our executive compensation program in 2018. Management also considers shareholder feedback about disclosure practices when preparing our company's public filings.

Committee member qualifications

All of the Audit Committee members meet the independence and experience requirements of the NYSE and the Securities and Exchange Commission (the "SEC"). As part of those requirements, our Board of Directors has determined that each member of the Audit Committee is independent and financially literate. All of the Governance Committee members and Compensation and Human Resources Committee members also meet the independence requirements of the NYSE, including, with respect to the Compensation and Human Resources Committee members, the NYSE's independence requirements specific to members of compensation committees.

The Audit Committee charter generally prohibits Audit Committee members from serving on more than two other public company audit committees. Currently, no Audit Committee member exceeds this limitation. At all times, one or more members of our Audit Committee possess the education or experience required to qualify as an "audit committee financial expert" as defined by the SEC, and one or more members of our Risk Management Committee have experience identifying, assessing and managing the risk exposures of large, complex financial firms, in accordance with rules promulgated by the Federal Reserve Board.

Committee responsibilities

The charter of each of our standing committees fully describes that committee's responsibilities. The following summary highlights the committees' key areas of oversight.

Committee	Primary responsibilities and membership
Audit	
Held 13 meetings during 2018	Assisting the Board of Directors in overseeing the quality and integrity of our financial statements, including matters related to internal controls; our compliance with legal and regulatory requirements; the qualifications, performance and independence of our independent auditor; and the integrity of the financial reporting processes, both internal and external;
	appointing, compensating, retaining and overseeing the work of the independent auditor;
	reviewing the effectiveness of systems that implement our company's ethics guidelines; and
	overseeing the internal audit function and approving the appointment and compensation of the Chief Audit Executive. **Current members**: Roland A. Hernandez (Chair), Warner L. Baxter, Elizabeth L. Buse, Karen S. Lynch and Scott W. Wine **Audit committee financial experts**: Roland A. Hernandez, Warner L. Baxter, Karen S. Lynch and Scott W. Wine
Capital Planning	
Held 8 meetings during 2018	Overseeing the capital planning and capital management processes and actions, including stress testing processes, scenarios and results;
	reviewing and approving the Comprehensive Capital Analysis and Review and recommending approval to the Board of Directors;
	monitoring our company's capital adequacy;

reviewing and approving our resolution and recovery plans and recommending approval to the Board of Directors; and

reviewing and approving the issuance or repurchase of equity securities and other significant financial transactions and equity investments.
Current members: Warner L. Baxter (Chair), Elizabeth L. Buse, Marc N. Casper, Andrew Cecere, Doreen Woo Ho and O'dell M. Owens, M.D., M.P.H.

Compensation and Human Resources

Held 7 meetings during 2018

Discharging the Board's responsibilities relating to our compensation programs and employee benefit plans, including reviewing and approving our executive officers' compensation;

overseeing our human capital strategy, including recruitment, evaluations and development activities;

overseeing and reviewing the results of our employee diversity and inclusion initiatives;

recommending to the Board for approval all equity-based incentive plans;

recommending to the independent directors for approval the compensation program for our non-employee directors;

evaluating and discussing with the appropriate officers of our company the incentives for risk taking contained in our incentive compensation plans and programs;

overseeing management's efforts to foster a desired corporate culture in alignment with our strategy; and

evaluating the CEO's performance and overseeing succession planning for executive officers other than our CEO.
Current members: Scott W. Wine (Chair), Arthur D. Collins, Jr., Olivia F. Kirtley, David B. O'Maley and O'dell M. Owens, M.D., M.P.H.

Committee	Primary responsibilities and membership
Governance	
Held 6 meetings during 2018	Evaluating and making recommendations to the Board with respect to the size, composition and leadership of the Board and its committees;
	discharging the Board's responsibilities relating to corporate governance matters, including developing and recommending to the Board a set of corporate governance guidelines;
	overseeing succession planning for our CEO;
	identifying and recommending to the Board individuals qualified to become directors;
	evaluating related person transactions;
	conducting an annual performance evaluation of the Board, its committees and its members;
	overseeing our engagement with shareholders and other interested parties concerning corporate governance and related matters; and
	making recommendations to the Board regarding any shareholder proposals. **Current members**: Arthur D. Collins, Jr. (Chair), Marc N. Casper, Kimberly J. Harris, David B. O'Maley and Craig D. Schnuck
Public Responsibility	

Held 4 meetings during 2018	Overseeing our management of reputation risk and reviewing our company's reputation and brand management activities;
	reviewing and considering our position and practices on matters of public interest and public responsibility and similar social issues involving our relationship with the community at large;
	reviewing our activities, performance and compliance with the Community Reinvestment Act and fair lending regulations; and
	overseeing our policies and programs related to other corporate social responsibility matters, including environmental sustainability. **Current members**: Kimberly J. Harris (Chair), Dorothy J. Bridges, Roland A. Hernandez, Karen S. Lynch, Richard P. McKenney and Yusuf I. Mehdi
Risk Management	
Held 6 meetings during 2018	Overseeing our overall risk management function, which governs the management of credit, interest rate, liquidity, market, capital, operational, compliance and strategic risk and the management of key risks in those areas, including cybersecurity;
	reviewing and approving our company's Risk Management Framework and Risk Appetite Statement;
	monitoring our company's risk profile relative to its risk appetite; and
	reviewing and evaluating significant capital expenditures and potential mergers and acquisitions. **Current members**: Olivia F. Kirtley (Chair), Dorothy J. Bridges, Andrew Cecere, Doreen Woo Ho, Richard P. McKenney, Yusuf I. Mehdi and Craig D. Schnuck
Executive	
No meetings were necessary in 2018	The Executive Committee has authority to exercise all powers of the Board of Directors, as permitted by law and our bylaws, between regularly scheduled Board meetings. **Current members**: Andrew Cecere (Chair), Warner L. Baxter, Arthur D. Collins, Jr., Kimberly J. Harris, Roland A. Hernandez, Olivia F. Kirtley, David B. O'Maley and Scott W. Wine

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Risk oversight by the Board of Directors

Board-level oversight of risk management structure

As part of its responsibility to oversee the management, business and strategy of our company, the Board of Directors has approved a Risk Management Framework that establishes governance and risk management requirements for all risk-taking activities. This framework includes company-level and business unit Risk Appetite Statements that set boundaries for the types and amount of risk that may be undertaken in pursuing business objectives and initiatives.

The Board of Directors oversees management's performance relative to the Risk Management Framework, Risk Appetite Statements, and other policy requirements. While management is responsible for defining the various risks facing our company, formulating risk management policies and procedures, and managing risk exposures on a day-to-day basis, the Board's responsibility is to oversee our company's risk management processes by informing itself about our material risks and evaluating whether management has reasonable risk management and control processes in place to address those material risks.

The Board's risk oversight responsibility is primarily carried out through its standing committees, as follows:

In addition, the Board has created a special committee dedicated to overseeing our company's work to enhance its Bank Secrecy Act/anti-money laundering compliance program.

The Risk Management, Audit and Capital Planning Committees meet annually in joint session to give each committee the opportunity to review the risk areas primarily overseen by the other, and all Board members attend this meeting to benefit from the discussion. Finally, at each meeting of the full Board of Directors, each committee gives a detailed review of the matters it discussed and conclusions it reached during its recent meetings.

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Focus on cybersecurity risk

The Board is very focused on the risks that cybersecurity threats pose to our company as a major financial services institution. The Board has established a comprehensive oversight framework to address those increasing risks:

- *a Cybersecurity Subcommittee of the Risk Management Committee was formed in January 2019 to provide dedicated oversight of the following matters:*
  - *our programs and practices for identifying cybersecurity risks;*
  - *our controls to prevent, detect and respond to cyber attacks or data breaches;*
  - *our cyber resiliency, including cybersecurity risk preparedness, incident response plans, and disaster recovery capabilities; and*
  - *our investments in cybersecurity infrastructure;*
- *the Risk Management Committee receives regular reports from management on cybersecurity issues and maintains primary oversight of risks arising from the related areas of data privacy and information security;*
- *the annual joint session of the Risk Management, Audit and Capital Planning Committees includes a report from our company's Chief Information Security Officer on the cybersecurity threats facing our company and our company's preparedness to meet and respond to those threats; and*
- *the full Board dedicates an hour of its January meeting each year to a cybersecurity session, which includes presentations from our company's information security and risk management functions about our cybersecurity program and features a presentation from an outside expert on a current cybersecurity topic.*

Management-level risk structure underlying Board oversight

Each Board committee carries out its risk management responsibilities using reports from management containing information relevant to the risk areas under that committee's oversight. The committees must therefore be confident that an appropriate risk monitoring structure is in place at the management level in order to be provided accurate and useful informational reports. The management-level risk oversight structure is robust. Our company relies on comprehensive risk management processes to identify, aggregate and measure, manage, and monitor risks. This system enables the Board of Directors to establish a mutual understanding with management of the effectiveness of our company's risk management practices and capabilities, to review our company's risk exposure and to elevate certain key risks for discussion at the Board level. A framework exists to account for the introduction of emerging risks or any increase in risks routinely taken, which would either be largely controlled by the risk limits in place or identified through the frequent risk reporting that occurs throughout our company.

The **Executive Risk Committee**, which is chaired by our Chief Risk Officer and which includes the CEO and other members of the executive management team, oversees execution against the Risk Management Framework and company-level Risk Appetite Statement. The Executive Risk Committee meets monthly, and more frequently when circumstances merit, to provide executive management oversight of our Risk Management Framework, assess appropriate levels of risk exposure and actions that may be required for identified risks to be adequately mitigated, promote effective management of all risk categories, and foster the establishment and maintenance of an effective risk culture. The Executive Risk Committee members manage large, sophisticated groups within our company that are dedicated to controlling and monitoring risk to the levels deemed appropriate by the Board of Directors and executive management. These individuals, together with our company's controller, treasurer and others, also provide the Board's committees with the information the committees need and request in order to carry out their oversight responsibilities.

The Executive Risk Committee focuses on current and emerging risks, including strategic and reputational risks, directing timely and comprehensive actions. The following senior operating committees have also been established, each responsible for overseeing a specified category of risk:

- the **Asset and Liability Management Committee** ensures that the policies, guidelines and practices established to manage our funding and investment activities, interest rate risk, market risk, and liquidity risk are followed;

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the **Capital Management Operating Committee** provides oversight of our programs related to stress testing, capital planning and capital adequacy, and resolution and recovery, as well as oversight of our compliance with capital regulation;

the **Compliance Risk Management Committee** provides direction regarding the management of compliance risk to our company's business lines and risk management programs and shares institutional knowledge regarding compliance risk management and mitigation across our company;

the **Conduct Risk Committee** is dedicated to oversight of risks associated with employee conduct at our company, including ethics complaints, employee misconduct, internal fraud, and sales practices conduct;

the **Disclosure Committee** assists the CEO and the CFO in fulfilling their responsibilities for oversight of the accuracy and timeliness of the disclosures made by our company;

the **Enterprise Financial Crimes Compliance Operating Committee** is responsible for the management and implementation of our company's enterprise financial crimes program across business lines to ensure a consistent control infrastructure and culture of compliance throughout our company;

the **Enterprise IT Governance Committee** ensures that delivery of our company's information technology services, including information security and business continuity, are aligned with our priorities and risk appetite;

the **Executive Credit Management Group Committee** ensures that products that have credit risk are supported by sound credit practices; reviews asset quality, trends, portfolio performance statistics and loss forecasts; and reviews and adjusts credit policies accordingly;

the **Incentive Review Committee** reviews and evaluates our company's incentive compensation programs and policies for risk sensitivity and mitigation;

the **International Risk Oversight Committee**, in coordination with our company's other operating committees, is responsible for overseeing the risks associated with our company's foreign operations;

the **Mergers & Acquisitions Committee** is responsible for the consideration and approval of all mergers, acquisitions and divestitures of our company;

- the **Operational Risk Committee** provides direction and oversight of our company's operational risk management framework and corporate control programs, including cybersecurity and other significant operational risk events;

- the **Reputation Risk Oversight Committee** is dedicated to the oversight of risk associated with activities and issues that may negatively impact the reputation of our company;

- the **Strategic Investment Committee** is responsible for our company's strategic investments, including capital expenditures, corporate real estate, and our company's organic growth initiatives; and

- the **Trust Management Committee** oversees the fiduciary activities of the Wealth Management and Investment Services business line.

Our Board and management-level committees are supported by a "three lines of defense" model for establishing effective checks and balances. The first line of defense, primarily the revenue-generating business lines, manages risks in conformity with established limits and policy requirements. In turn, business leaders and their risk officers establish programs to ensure conformity with these limits and policy requirements. The second line of defense, primarily the Chief Risk Officer's organization, but also including the policy and oversight activities of corporate support functions, translates risk appetite and strategy into actionable risk limits and policies. The second line of defense monitors the first line of defense's compliance with limits and policies, and provides reporting and escalation of emerging risks and other concerns to senior management and the Risk Management Committee of the Board of Directors. The third line of defense, internal audit, is responsible for providing the Audit Committee and senior management with independent assessment and assurance regarding the effectiveness of our company's governance, risk management and control processes.

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Board leadership structure

Board leadership policies and practices

Our Board believes that a strong, independent Board of Directors is critical to effective oversight of management. The Board regularly and carefully considers the critical issue of the best independent leadership structure for the Board, and maintains a flexible policy regarding the issue of whether the position of Chairman should be held by an independent director. At least annually, the Board reviews the Board's and company's needs and the leadership attributes of its directors and executives to determine whether our company is best served at that particular time by having the CEO or another director hold the position of Chairman.

In order to ensure strong independent Board leadership, the independent directors elect a Lead Director with the substantial leadership responsibilities detailed below when the position of Chairman is not held by an independent director. The Lead Director is elected annually upon the recommendation of the Governance Committee, with the expectation that he or she will generally serve three, and may serve up to five, consecutive terms.

In addition to strong independent leadership of the full Board, each of the Audit Committee, Governance Committee, and Compensation and Human Resources Committee is composed solely of independent directors. Independent directors, therefore, oversee critical, risk-sensitive matters such as the quality and integrity of our financial statements; the compensation of our executive officers, including the CEO; the nomination of directors; and the evaluation of the Board, its committees, and its members. Each of the remaining committees is chaired by an independent director. The full Board and each of its committees meet in executive session on a regular basis.

Current leadership structure

Andrew Cecere, our President and Chief Executive Officer, became Chairman of the Board on the date of the 2018 annual meeting. He succeeded Richard K. Davis, who had served as Chairman of our Board since December 2007 and as CEO from December 2006 to April 2017. David B. O'Maley has served as the Board's independent Lead Director since January 2017.

Chairman

The independent directors believe that Mr. Cecere is the member of the Board best suited to contribute to long-term shareholder value by serving as Chairman, because he has the knowledge, expertise and experience to understand and clearly articulate to the Board the opportunities and risks facing our company and to lead discussions on important matters affecting our business.

Role of Chairman

When the Chairman is also the CEO, that person's primary responsibilities as Chairman are as follows:

- *set Board meeting agendas in collaboration with the Lead Director, who has final approval authority;*

preside at Board meetings, guiding discussion and ensuring that decisions are made;

ensure that the Board is provided with full information on our company and its industry;

set shareholder meeting agendas, and preside at meetings of the shareholders; and

chair the Board's Executive Committee.

Lead Director

Mr. O'Maley brings a wealth of experience in the financial services industry and on our Board to his role as Lead Director. As the former Chairman and CEO of a large financial services company, Mr. O'Maley contributes substantial financial industry and risk management expertise to the Board. He has served as Chair of the Compensation and Human Resources Committee, and is currently a member of the Compensation and Human Resources and Governance Committees, as well as the Executive Committee.

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Role of Lead Director

The independent directors entrust the Lead Director with the following responsibilities and authority:

- *lead executive sessions of the Board's independent or non-management directors, and preside at any session of the Board where the Chairman is not present;*
- *act as a regular communication channel between the independent directors and the CEO;*
- *approve the Board meeting agendas;*
- *approve Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;*
- *approve information sent from management to the Board;*
- *as appropriate, be the representative of the independent directors in discussions with our major shareholders regarding their concerns and expectations;*
- *as appropriate, call special Board meetings or special meetings of the independent directors;*
- *approve, on behalf of the Board, the retention of consultants who report directly to the Board;*

assist the Board and company officers in assuring compliance with and implementation of our Corporate Governance Guidelines;

advise the independent Board committee chairs in fulfilling their designated roles and responsibilities to the Board;

review shareholder communications addressed to the full Board or to the Lead Director;

interview all Board candidates and make recommendations to the Governance Committee and the Board; and

communicate, as appropriate, with our regulators.

Majority vote standard for election of directors

Our bylaws provide that in uncontested elections, a nominee for director will be elected to the Board if the number of votes cast "FOR" the nominee's election exceeds the number of votes cast "AGAINST" that nominee's election. The voting standard for directors in a contested election is a plurality of the votes cast at the meeting.

Our Corporate Governance Guidelines provide that director nominees must submit a contingent resignation in writing to the Governance Committee, which becomes effective if the director fails to receive a sufficient number of votes for re-election at the annual meeting of shareholders and the Board accepts the resignation. The Board will nominate for election or re-election as director only candidates who have tendered such a contingent resignation.

Our Corporate Governance Guidelines further provide that if an incumbent director fails to receive the required vote for re-election, our Governance Committee will act within 90 days after certification of the shareholder vote to determine whether to accept the director's resignation, and will submit a recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding his or her resignation. The Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

If each member of the Governance Committee fails to receive the required vote in favor of his or her election in the same election, then those independent directors who did receive the required vote will appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them. However, if the only directors who received the required vote in the same election constitute three or fewer directors, all directors may participate in the decision regarding whether to accept the resignations.

Each director nominee named in this proxy statement has tendered an irrevocable, contingent resignation as a director in accordance with our Corporate Governance Guidelines, which resignation will become effective if he or she fails to receive the required vote for election at the annual meeting and the Board accepts his or her resignation.

Succession planning and management development

A primary responsibility of the Board is planning for succession with respect to our company's CEO, as well as overseeing succession planning for other senior management positions. The Board's process targets the building of enhanced management depth, considers continuity and stability within our company, and responds to our company's evolving needs and changing circumstances. To achieve these goals, the executive talent development and succession planning process is integrated into the Board's annual activities.

The Board works with the Governance Committee to evaluate a number of potential internal and external candidates as successors to the CEO, and considers emergency, temporary scenarios as well as long-term succession. The Compensation and Human Resources Committee is responsible for reviewing succession planning for executive officer positions other than the CEO. The CEO makes available to the Board his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for those individuals.

Corporate social responsibility

Our key corporate social responsibility initiatives include the following:

Community Possible

We add strength and vitality to our communities through our Community Possible platform focused on closing the gaps between people and possibility. In 2018, we provided $57 million in U.S. Bank Foundation grants and corporate contributions to nonprofit organizations across the country. Our Community Possible platform is focused on the areas of Work, Home and Play.

Work: Through Work, we invest in and support programs and organizations that help small businesses thrive, provide pathways to higher education, help people succeed in the workforce and gain greater financial literacy. Last year, we had $2 billion in small business administration loans that help entrepreneurs expand businesses, start companies and create jobs. We know that an educated workforce is critical for small businesses to succeed, so we donated $13 million to workforce development programs across the country.

Financial education is an investment in our collective future. We offer extensive financial education resources through Financial IQ, our online financial education resource hub which provides helpful knowledge, tools and inspiration for all consumers and business owners. We also offer financial education modules through our Student Union program; during 2018, 70,000 modules were completed through the program. In addition, our employees share their banking expertise with our communities every day. In 2018, our employees reached 131,000 people by spending 8,000 volunteer hours hosting 2,700 financial education seminars.

Home: The case for a stable, healthy home environment is clear: children and families are better positioned to thrive and succeed in a home that is safe and permanent. Last year, we provided $6 million in Home focused charitable contributions, $1.1 billion in community development loans and $3 billion in U.S. Bancorp Community Development Corporation investments that combined to create 13,000 new affordable housing units. We also provided $88 million in American Dream mortgage loans, helping to revitalize communities across the U.S. Bank footprint. The American Dream program serves low- to moderate-income borrowers, featuring a low down payment and rehabilitation loan options.

Play: We believe in the power of Play. It brings joy, helps develop problem-solving skills, creativity and relationships, and builds social and emotional learning. We invest in community programming that supports access to the arts, arts education and learning through play for children and adults in low- and moderate-income communities. Last year, we provided $25 million in grants, corporate contributions and sponsorships to make Play possible across the country.

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Environment

We care deeply about promoting sustainable business practices while supporting economic growth. It's one of the reasons that we have invested $20.5 billion in environmentally beneficial business opportunities since 2008. We serve a broad spectrum of enterprises across a diverse array of industries we embrace a balanced approach as we address climate change and the needs of our stakeholders. Environmental sensitivity is an important component of our business practice and is integrated into our overall risk management philosophy.

We are committed to reducing our corporate greenhouse gas emissions by 40% by 2029 and 60% by 2044. Additionally, we are proud to have received a score of A- from the CDP (formerly known as the Carbon Disclosure Project) in 2016, 2017 and 2018.

People

Inclusive, equitable actions and diverse perspectives are essential to maintaining our best-in-class culture of ethics and integrity.

Our employee population is diverse as of the end of 2018, more than half of our employees were women. Three of our executive women leaders have been honored by *American Banker* as among the Most Powerful Women in Banking and Finance in 2018. We were recognized last year by *Forbes* as a Best Employer for Women and Diversity. Additionally, approximately 2,000 of our employees are military veterans. Through our Business Resource Groups, which work to bring together employees who have similar backgrounds, experiences, or interests and their allies, we work to engage employees and drive business growth. Our current Business Resource Groups include: Women, Veterans, African American, Asian, Hispanic, LGBTQ, Disabilities, Native American, Alumni, and our Development Network.

Our 74,000 employees are the heartbeat of U.S. Bancorp. Each year, they invest their hands, hearts and minds to give back to their local communities. This continued commitment is what brings our Community Possible platform to life. In 2018, employees donated 209,000 hours of volunteer time, which we have valued at $5 million, to the communities in which we work, live and play. Our employees also gave generously through our Employee Giving Campaign in 2018, donating $9 million to nonprofit organizations across the country.

Ethics

Relationships are the heart of our business. We build those relationships on trust through every interaction with our customers and the communities we serve. Our commitment to the highest ethical standards is what makes that trust possible. We're proud to have been named one of the World's Most Ethical Companies® by the Ethisphere Institute for five years in a row. Our commitment to ethical leadership comes with a responsibility. We believe in actively engaging our customers, our industry and the broader business community in authentic conversations about the importance of business ethics. To reinforce our company's commitment to the highest ethical standards, we have adopted a Code of Ethics and Business Conduct, which can be found at www.usbank.com by clicking on "About Us" and then "Investor Relations" and then "Corporate Governance" and then "Governance Documents" and then "Code of Ethics."

Sustainable Business

We have an intention behind creating products and services that serve communities, considering what the most thoughtful mix is to ensure all members of our community are served. We enable customer and business-driven growth while protecting existing revenue.

In today's world, protecting information is a top priority and a significant part of our corporate responsibility. We anticipate emerging threats through risk-based, intelligence-driven, and predictive strategies. We safeguard our company's information and assets through adaptive security enhancements and with a cybersecurity center and team that continuously monitors activity.

To learn more about our corporate social responsibility efforts, visit our website at www.usbank.com/communitypossible.

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Certain relationships and related transactions

Review of related person transactions

The Board has adopted a written Related Person Transactions Policy for the review, evaluation and approval or ratification of transactions between our company and its related persons. "Related persons" under this policy include our directors, director nominees, executive officers, holders of more than 5% of our common stock, and their respective immediate family members. Their "immediate family members" include children, stepchildren, parents, stepparents, spouses, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the person's household.

Except as described below, the policy requires the Governance Committee of the Board to review and evaluate and either approve or disapprove all transactions or series of transactions in which:

- the amount involved will, or may be expected to, exceed $120,000 in any fiscal year;
- our company is or will be a participant; and
- a related person has a direct or indirect interest.

The Board has determined that the Governance Committee does not need to review or approve certain transactions even if the amount involved will exceed $120,000, including the following transactions:

- lending and other financial services transactions or relationships that are in the ordinary course of business and non-preferential, and comply with applicable laws;
- transactions in which the related person's interest derives solely from his or her services as a director of, and/or his or her ownership of less than ten percent of the equity interest (other than a general partner interest) in, another corporation or organization that is a party to the transaction;
- transactions in which the related person's interest derives solely from his or her ownership of a class of equity securities of our company and all holders of that class of equity securities received the same benefit on a pro rata basis;
- transactions where the rates or charges involved are determined by competitive bids, or that involve the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; and

- employment and compensation arrangements for any executive officer and compensation arrangements for any director, provided that such arrangements have been approved by the Compensation and Human Resources Committee.

When considering whether to approve or ratify a transaction, the Governance Committee will consider facts and circumstances that it deems relevant to its determination, including:

- the nature and extent of the related person's interest in the transaction;
- whether the transaction is on substantially the same terms as those prevailing at the time for comparable transactions with persons not affiliated with our company;
- the materiality of the transaction to each party;
- whether our company's Code of Ethics and Business Conduct could be implicated, including whether the transaction would create a conflict of interest or appearance of a conflict of interest;
- whether the transaction is in the best interest of our company; and
- in the case of a non-employee director, whether the transaction would impair his or her independence.

No director is allowed to participate in the deliberations or vote on the approval or ratification of a transaction if that director is a related person with respect to the transaction under review. On an annual basis, the Governance Committee assesses all ongoing relationships with related persons to confirm that the transactions are still appropriate.

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Related person transactions

Lending transactions

During 2018, U.S. Bancorp and our banking and investment subsidiaries engaged in transactions in the ordinary course of business with some of our directors, executive officers and the persons that we know beneficially owned more than 5% of our common stock on December 31, 2018, and the entities with which they are associated. All loans and loan commitments and any transactions involving other financial products and services in connection with these transactions were made in the ordinary course of business, on substantially the same terms, including current interest rates and collateral, as those prevailing at the time for comparable transactions with others not related to our banking and investment subsidiaries and did not involve more than the normal risk of collectibility or present other unfavorable features.

Transactions with entities affiliated with directors or executive officers

During 2018, U.S. Bank operated 32 branches and 68 ATMs in grocery stores owned by Schnuck Markets, Inc., of which Craig D. Schnuck, one of our directors, beneficially owns approximately 13% of the outstanding capital stock. Mr. Schnuck's sister, Nancy A. Diemer, and his four brothers, Scott C. Schnuck, Todd R. Schnuck, Mark J. Schnuck and Terry E. Schnuck, each beneficially own approximately 13% of the outstanding capital stock of Schnuck Markets as well. In addition, each of Mr. Schnuck's brothers is a director of Schnuck Markets, and three of his brothers hold officer positions: Todd R. Schnuck is the Chairman and Chief Executive Officer; Mark J. Schnuck is the Vice President; and Terry E. Schnuck is the Assistant Secretary. Rent and fee payments by U.S. Bank to Schnuck Markets were approximately $2.8 million in 2018. The consolidated gross revenues of Schnuck Markets in 2018 were approximately $3.1 billion.

Our director Yusuf I. Mehdi currently serves as a Corporate Vice President of Microsoft Corporation. During 2018, we paid $37 million to Microsoft for software and services in the ordinary course of business, including desktop software, server and cloud enrollment services, and support and development of products. Microsoft's annual revenue was approximately $90 billion for fiscal year 2018.

These transactions were conducted at arm's length in the ordinary course of business by each party to the transactions. As discussed above under the heading "Corporate Governance Director Independence," the Board of Directors has determined that these relationships are immaterial to Messrs. Mehdi and Schnuck, and that Messrs. Mehdi and Schnuck are both independent directors.

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Compensation discussion and analysis

This section explains how we compensated the individuals who served as our CEO or CFO for 2018, each of our three other most highly compensated executive officers serving as such at the end of 2018, and an additional individual who would have been among the latter group had he not retired before the end of the year (our named executive officers, or "NEOs"):

Andrew Cecere, who serves as Chairman, President and Chief Executive Officer;

Terrance R. Dolan, who serves as Vice Chairman and Chief Financial Officer;

Jeffry H. von Gillern, who serves as Vice Chairman, Technology and Operations Services;

Shailesh M. Kotwal, who serves as Vice Chairman, Payment Services;

Gunjan Kedia, who serves as Vice Chairman, Wealth Management and Investment Services; and

P.W. (Bill) Parker, who served as Vice Chairman and Chief Risk Officer until his retirement on October 21, 2018.

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Compensation discussion and analysis

Executive compensation overview

In response to feedback received from our shareholder engagement process in 2017, our Compensation and Human Resources Committee (referred to as the "Committee" in this "Compensation Discussion and Analysis" section) made the following changes to compensation awarded to our executive officers in 2018:

- expanded the performance-based restricted stock unit ("PRSU") performance period from one to three years to better align with industry practices and encourage focus on longer term shareholder value;
- increased transparency regarding how the return on equity ("ROE") target is selected for PRSU payouts; and
- eliminated stock options and added time-based restricted stock units ("RSUs") to the mix of long-term incentives.

Our shareholders responded positively to these changes: our Say on Pay support increased from 74.7% in 2017 to 95.5% in 2018. The Committee considers this vote to be a strong endorsement of the restructured program.

Payout for NEOs' 2018 annual cash incentive awards ranged from 96.1% to 110.9% of their respective target amounts, reflecting corporate and business line performance largely in line with our company's financial plans. The ROE target for the PRSUs granted in February 2018 is 14.5%, which was based on the profitability goals announced at the company's most recent Investor Day conference in September 2016 and adjusted upward to reflect the expected impact of tax reform over the awards' three-year performance period.

Corporate and financial performance

In 2018 our company once again led its financial peer group in the most commonly used performance metrics for the banking industry.

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Elements of total direct compensation

Sound compensation practices

Our executive compensation program incorporates many strong governance features, including the following:

What we do

Most of each executive officer's compensation is at risk

We may cancel unvested equity awards

and reduce cash incentive compensation for executives who demonstrate inadequate sensitivity to risk

We have a clawback policy that allows us to recoup annual cash incentive payouts attributable to incorrectly reported earnings

We have meaningful stock ownership and hold-until-retirement requirements

The Committee retains an independent compensation consultant that provides no other services to our company

What we don't do

Our executive officers do not have employment agreements or severance agreements

We do not allow executive officers to hedge or pledge their company stock

We do not have single-trigger accelerated vesting of equity awards

We do not provide tax gross-ups

We do not pay dividends on any PRSUs that are not earned through satisfaction of the awards' performance metrics; dividends on earned PRSUs are not paid until the awards vest

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Compensation discussion and analysis

Philosophy and objectives of our executive compensation program

Compensation program objective

The Committee has structured the executive compensation program to create long-term shareholder value by attracting and retaining talented leaders and rewarding them for top performance. The Committee achieves this objective through a compensation package that:

- links a significant portion of total compensation to corporate and business line performance metrics, which we believe will create long-term shareholder value;
- provides total compensation that is market competitive, permitting us to hire and retain high-caliber individuals;
- emphasizes long-term, stock-based compensation, encouraging our executive officers to think and act as long-term shareholders;
- subjects equity awards to multi-year performance, vesting and retention requirements that enhance executive ownership and encourage a long-term view of corporate achievement; and
- encourages an appropriate sensitivity to risk on the part of senior management, which protects long-term shareholder interests.

Pay for performance

U.S. Bancorp operates in a highly complex business environment, where it competes with many well-established financial institutions and, increasingly, with non-banks offering products and services that traditionally were offered only by banks. Our long-term business objective is to maximize shareholder value by consistently delivering superior returns on common equity that exceed the cost of equity. If we are successful in achieving this objective, the Committee believes the results will benefit our shareholders.

Accordingly, our executive compensation program is designed to reward our executives for achieving annual and long-term financial results that further our long-term business objective. The annual cash incentive plan rewards performance relative to corporate and business line financial plans established at the beginning of the fiscal year, and the PRSUs are earned based on achievement of ROE targets that directly measure the return generated by the company on its shareholders' investment. The ultimate value of both the PRSUs and RSUs is dependent on our long-term financial success as reflected in the price of U.S. Bancorp stock. At the same time, the Committee carefully weighs the risks inherent in these programs against the goals of the programs and the company's risk appetite. Additional discussion of the risk oversight undertaken by the Committee can be found below under "Decision Making and Policies Risk Considerations."

Compensation elements

Our NEOs' total direct compensation consists of three elements: base salary, annual cash incentive compensation, and long-term incentive compensation. In 2018, 60% of the value of each NEO's long-term incentive award was delivered in PRSUs with a three-year performance period, and 40% was delivered in RSUs. Each of these elements of total direct compensation is described in detail below. When evaluating an NEO's compensation compared to market levels and those of other members of our company's executive officer group, the Committee considers both the value of each element and of the total direct compensation package.

NEOs are also eligible to receive health benefits under the same plans available to our other employees, matching contributions to their U.S. Bank 401(k) Savings Plan accounts on the same basis as our other employees, and retirement benefits that are earned over their career with the company. No NEO has a severance or standalone change-in-control agreement. NEOs do not receive gross-up payments for tax liabilities resulting from perquisites.

Base salary

The Committee considers the salary of executive officers relative to comparable executives in our compensation peer group and will make market-based adjustments as it deems appropriate. Salaries can also be adjusted to reflect experience and tenure in a position, internal pay equity within the executive officer group, increased scope of responsibilities, individual performance, and retention considerations.

2018 salary actions: *The Committee increased Mr. Cecere's salary by 10% to position his salary more closely with the salaries of CEOs in our peer group as he entered his first full year in that role. Other NEOs' salaries were increased more modestly to reflect market considerations.*

NEO	2017 base salary	2018 base salary
Andrew Cecere	$ 1,000,000*	$ 1,100,000
Terrance R. Dolan	$ 650,000	$ 675,000
Jeffry H. von Gillern	$ 575,000	$ 600,000
Shailesh M. Kotwal	$ 525,000	$ 550,000
Gunjan Kedia	$ 525,000	$ 550,000
P.W. (Bill) Parker	$ 625,000	$ 625,000

** Salary set for Mr. Cecere in April 2017 upon his promotion to CEO.*

Annual cash incentive awards

How we determine our NEOs' annual cash incentive awards

All executive officers have the opportunity to earn annual cash incentive awards that reflect their responsibility levels and reward achievement of corporate and business line goals, as well as reflect individual performance and risk sensitivity. The awards made to our NEOs for 2018 performance were granted under our 2006 Executive Incentive Plan (the "EIP").

The formula for calculating each NEO's **Annual Cash Incentive Payout** consists of the following elements:

Each NEO's **Target Award Amount**, which is set by the Committee as a percentage of his or her base salary (**Target Award Percentage** × **Base Salary**)

The **Bonus Funding Percentage** applicable to each NEO, which is calculated based on a combination of corporate and business line performance metrics

The Committee's assessment of each NEO's **Individual Performance and Risk Sensitivity**, which can increase or decrease the value of the Bonus Funding Percentage applied to each NEO's Target Award Amount

Setting the Target Award Amounts

The Target Award Amount for each executive officer is based on the officer's level of responsibility within the organization as well as market-based and internal pay equity considerations. The Target Award Amount is considered by the Committee to be an important tool in establishing an appropriate balance between short-term, cash-based compensation and long-term, equity-based compensation in each NEO's total compensation package.

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2018 target award actions:

NEO	Target Award Percentage for 2018	Target Award Amount for 2018
Andrew Cecere	240%	$ 2,640,000
Terrance R. Dolan		$ 945,000
Jeffry H. von Gillern		$ 840,000
Shailesh M. Kotwal	140%	$ 770,000
Gunjan Kedia		$ 770,000
P.W. (Bill) Parker		$ 729,167*

* *The Committee had set Mr. Parker's Target Award Amount as $875,000 in January 2018 and then adjusted it to $729,167 upon his retirement in October 2018 to reflect the portion of the year he had served in his role.*

Calculating the Bonus Funding Percentage

Each year, the Committee targets an aggregate amount of annual cash incentive awards to be granted to all management-level employees in each business line. The actual size of the pool that funds payouts can range from 0% to 200% of the target amount (the **Bonus Funding Percentage**) based on the company's and the business line's performance against earnings per share ("EPS") and pretax income targets included in the annual financial plan. The Board establishes these financial targets at the beginning of the fiscal year with the intent that they are challenging yet reasonably achievable goals.

The Bonus Funding Percentage for each of our revenue-producing business lines is based on the company's EPS performance compared to the target amount in the annual financial plan (weighted 35% for 2018) and that business line's pretax income performance compared to the target amount in the annual financial plan (weighted 65% for 2018); for each of the business lines in a support function, the 65% of the Bonus Funding Percentage assigned to pretax income performance is calculated based on the weighted average results of all of the revenue-producing business lines in its group. The calculation is described in detail below.

The Bonus Funding Percentage for the Technology and Operations Services business line, led by Mr. von Gillern, is calculated differently from all other business lines in that 35% is based on EPS performance, 50% is based on business line pretax income performance, and 15% is based on that business line's expense management performance. The Committee considers expense management to be particularly important to Technology and Operations Services because this business line has responsibility for a significant portion of the company's overall expenditures.

When structuring the awards for 2019 performance, the Committee adjusted the payout formula so that EPS performance moved from 35% to 50% weighting for all executive officers. The Committee increased the emphasis on EPS, which reflects overall corporate performance, to better align executive compensation with shared business strategies.

For purposes of computing the Bonus Funding Percentage, our standard practice is to adjust EPS results so that the effect of any variation in our loan loss reserve build or release is reduced by 50%. We routinely adjust EPS in this manner, whether the loan loss reserve variation is favorable or unfavorable. The Committee will also consider whether EPS should be further adjusted from reported amounts to normalize any notable items.

The Committee believes that EPS and business line pretax income are appropriate performance metrics for the executive officers' annual cash incentive awards for the following reasons:

- EPS is a common metric used by investors to evaluate the profitability of a company, showing the earnings (net income) we make on each outstanding share of common stock;
- a focus on EPS helps aligns the interests of the executive officers with those of shareholders;
- EPS captures elements of corporate performance that are beyond those of the individual operating business lines, such as corporate funding policies and the management and use of capital;

- the business line pretax income targets are the fundamental drivers of the company's revenues and income before taxes;

- the EPS and pretax income targets are aligned with annual financial plan targets, which the Board and management have assessed for achievability; accordingly, the targets provide incentives to take appropriate amounts of risk to achieve those goals; and

- the Committee values the clear alignment of incentives for executive officers and other management-level employees resulting from shared performance metrics.

The Bonus Funding Percentage for each business line is calculated as follows:

- The percentages by which actual corporate EPS differs from the EPS target and actual business line pretax income differs from target pretax income are each multiplied by a leverage factor of four to magnify the positive or negative variation of actual results. For example, if the actual corporate EPS were 5% greater than the EPS target, the formula would multiply 5% by four to arrive at 20%. The 20% would then be added to 100% to get the **EPS Bonus Funding Result** of 120%. If the actual business line pretax income were 3% below target, the formula would multiply 3% by four to arrive at 12%. The 12% would then be subtracted from 100%, resulting in a **Pretax Income Bonus Funding Result** of 88%. Neither the EPS Bonus Funding Result nor the Pretax Income Bonus Funding Result may be less than 0% or greater than 200%.

- The EPS Bonus Funding Result is multiplied by 35% to yield the **Corporate Component**, and the Pretax Income Bonus Funding Result is multiplied by 65% to yield the **Business Line Component**.

- The Corporate Component is then added to the Business Line Component to arrive at the **Bonus Funding Percentage** for that business line. For example, a 120% EPS Bonus Funding Result weighted 35% and an 88% Pretax Income Bonus Funding Result weighted 65% results in a Bonus Funding Percentage of 99.2%.

The Business Line Component used to calculate the Bonus Funding Percentage applicable to executives with leadership responsibilities for the entire company or for a corporate-wide support function the **Overall Bonus Funding Percentage** is based on the weighted average Pretax Income Bonus Funding Results of all the company's business lines.

***2018 Corporate Component results**: **The target level of EPS in 2018 was $4.06**. The company reported EPS of $4.14 for 2018, including notable items from the fourth quarter related to the impact of the gain from the sale of the company's ATM servicing business and the sale of a majority of the company's FDIC covered loans, charges related to severance, certain asset impairments, an accrual for legal matters, and the favorable impact to deferred tax assets and liabilities related to changes in estimates from tax reform. Combined, these notable items had a net positive impact of $0.03 on EPS for the year.*

To determine the EPS value used to calculate the Corporate Component of the Annual Cash Incentive Payouts, the Committee started with the company's core EPS results for 2018 of $4.11 (that is, excluding the impact of the notable items from reported EPS described above). In accordance with its standard practice, the Committee then adjusted the EPS results downward by another $0.03 to offset by 50% the positive effect that our lower-than-planned increase of *loan loss reserves had on earnings.* ***The resulting EPS value used to calculate the Corporate Component was $4.08****. After applying the leverage factor to the difference between target and actual EPS results, the EPS Bonus Funding Result for executive officers' awards was 102.3%.*

2018 Business Line Component results: Pretax income results ranged from 82.8% to 129.3% of target performance *across our company's 23 revenue-producing business lines, which generated Pretax Income Bonus Funding Results of 31.2% to 200.0% following application of the leverage factor and the 200% earn-out cap. The weighted average Pretax Income Bonus Funding Results of all the company's business lines, which was used to calculate the Overall Bonus Funding Percentage, was 100.2%.*

2018 bonus funding results: *The Bonus Funding Percentage used to calculate the payouts for executive officers with leadership responsibilities for the entire company or for a corporate-wide support function, including Messrs. Cecere, Dolan and Parker (our CEO, CFO and Chief Risk Officer, respectively), was the Overall Bonus Funding Percentage.*

The Bonus Funding Percentage for each executive officer who leads a revenue-producing group, including Mr. Kotwal (who leads our Payment Services group) and Ms. Kedia (who leads our Wealth Management and Investment Services group), equaled a weighted average of the Bonus Funding Percentages of all the business lines for which he or she has responsibility.

The Bonus Funding Percentage for Mr. von Gillern was calculated based on the unique formula for the Technology and Operations Services business line he leads: 35% based on the EPS Bonus Funding Result, 50% based on the weighted-average Pretax Income Bonus Funding Results of all the company's revenue-producing business lines, and 15% based on that business line's expense management performance compared to plan.

The resulting Bonus Funding Percentages were as follows for the NEOs:

NEO	Bonus Funding Percentage
Andrew Cecere **Terrance R. Dolan** **P.W. (Bill) Parker**	100.9% (the Overall Bonus Funding Percentage)
Jeffry H. von Gillern	99.8% (the Bonus Funding Percentage for the Technology and Operations Services business line, for which Mr. von Gillern has responsibility)
Shailesh M. Kotwal	102.8% (equal to the weighted average of Bonus Funding Percentages for the 5 business lines for which Mr. Kotwal has responsibility)
Gunjan Kedia	96.1% (equal to the weighted average of Bonus Funding Percentages for the 8 business lines for which Ms. Kedia has responsibility)

Factoring in individual performance and risk sensitivity

The Committee considers the performance of the business lines managed by each executive officer and that executive officer's individual performance during the year. Individual performance criteria for all executive officers include performance relative to risk management, leadership, employee engagement, community involvement, involvement in special projects and new initiatives, and talent management, as well as factors including credit quality and audit, regulatory and compliance results. The Bonus Funding Percentage to be applied to an executive's Target Award Amount can be adjusted downward as well as upward based on these performance reviews.

The Committee also uses a formal "risk scorecard" assessment, which can result in downward or upward adjustments to the Bonus Funding Percentage to reflect the executives' demonstrated sensitivity to risk. The Committee believes that it is important to retain the ability to recognize outstanding individual performance and risk mitigation in determining Annual Cash Incentive Payouts, as well as to acknowledge circumstances where individual performance improvements are suggested or where inappropriate risk-taking behaviors have occurred.

2018 individual performance and risk sensitivity actions: *The Committee determined that each NEO's applicable Bonus Funding Percentage appropriately reflected that executive's performance and contribution to the company in 2018. Accordingly, no individual performance-based modifications were made to the NEOs' Bonus Funding Percentages. Following an analysis of the NEOs' risk scorecard results, the Committee increased the Bonus Funding Percentage applicable to Mr. Parker's Target Award Amount by 10% in recognition of the substantial improvements made to the company's anti-money laundering compliance program and overall risk management function under his leadership.*

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Compensation discussion and analysis

2018 Annual Cash Incentive Payout results: *The resulting payouts made to the NEOs in February 2019 for 2018 performance under the annual cash incentive plan were as follows:*

NEO	Percentage of Target Award Amount paid out	Dollar value of payout
Andrew Cecere	100.9%	$ 2,663,760
Terrance R. Dolan	100.9%	$ 953,505
Jeffry H. von Gillern	99.8%	$ 838,320
Shailesh M. Kotwal	102.8%	$ 791,560
Gunjan Kedia	96.1%	$ 739,970
P.W. (Bill) Parker	110.9%	$ 808,646

Long-term incentive awards

Establishing the structure of the equity awards

Long-term, stock-based compensation represents the most significant portion of our NEOs' total compensation package. In 2018, 66% of our CEO's target total direct compensation and 63% of our other NEOs' target total direct compensation consisted of equity awards. The Committee uses equity awards to align the NEOs' interests with those of long-term shareholders.

The Committee grants equity awards to executive officers under the U.S. Bancorp 2015 Stock Incentive Plan. In 2018, 60% of the value of each executive officer's long-term incentive award was granted in the form of PRSUs that will cliff vest (if earned) at the end of a three-year performance period, and 40% was granted in the form of RSUs that will vest ratably over three years. Cash dividends on unvested PRSUs are accrued during the performance period, but accrued dividends are only paid after the end of the performance period on shares earned, if any, by the executives.

The mix of performance-based and time-based equity vehicles is designed to motivate achievement of financial objectives while encouraging retention and stock ownership.

Prior to 2018, the executives' long-term incentive awards had been structured differently: 75% of the value had been granted in the form of PRSUs with a one-year performance period that vested ratably over four years, and 25% had been granted in the form of stock options. The Committee changed the performance period of the PRSUs and swapped the options for RSUs based largely on feedback we had received through our shareholder engagement process following our 2017 Say on Pay vote. Because of the change from one-year to three-year performance periods, no PRSUs were earned at the end of 2018.

Setting the value of the equity awards

Each year in January, the Committee determines the dollar value of the long-term incentive awards to be granted to the executive officers, and the grants are made on a pre-determined date in mid-February. In setting each year's award amounts, the Committee considers the relative market position of the awards and the total compensation for each executive, the proportion of each executive's total direct compensation to be delivered as a long-term incentive award, internal pay equity, executive performance and changes in responsibility, retention considerations, and corporate performance.

2018 equity value actions*: The Committee significantly increased the value of the long-term incentive awards granted to Messrs. Cecere and Kotwal and Ms. Kedia in 2018 to align those NEOs' total compensation with the opportunities* *available to executives in similar roles at other companies. The size of the increase to Mr. Cecere's award further reflects that 2018 was his first full year as CEO.*

NEO	Value of equity awards granted in 2017	Value of equity awards granted in 2018
Andrew Cecere	$ 6,000,000	$ 7,260,000
Terrance R. Dolan	$ 3,100,000	$ 3,250,000
Jeffry H. von Gillern	$ 2,300,000	$ 2,300,000
Shailesh M. Kotwal	$ 1,600,000	$ 2,000,000
Gunjan Kedia	$ 1,600,000	$ 2,000,000
P.W. (Bill) Parker	$ 2,500,000	$ 2,500,000

Selecting the performance metrics for the PRSU awards

The number of PRSUs earned is determined according to a formula that uses a comparison of our actual ROE to target results, as well as our ROE performance relative to that of our peer financial institutions. ROE is used as the performance metric because:

- it directly reflects the return generated by the company on our shareholders' investment;
- it encompasses profitability, efficiency, balance sheet management and financial leverage, and is among the most widely used indicators of financial performance in our industry;
- achieving a high ROE requires prudent management of the tradeoffs between risk and return, requiring an appropriate balance between achieving the highest return on invested capital and managing risk within the company's established risk tolerance levels; and
- using ROE as a performance metric aligns the interests of the executives with those of long-term shareholders, because sustaining a high ROE is a primary driver of strong earnings growth and long-term valuation.

The Committee uses a performance matrix reflecting both the absolute and relative ROE scales to determine the final PRSU award amounts earned during the performance period. Target levels of both absolute and relative ROE are established, with maximum and minimum levels also identified. Earn-out amounts are determined using interpolation.

The Committee believes that the PRSU earn-out structure provides an important balance between rewarding the achievement of absolute performance goals and strong relative performance. Executives are not rewarded for poor performance simply because members of our financial peer group have even worse performance, nor are they rewarded for exceeding expectations if performance relative to peers is substandard. In addition, by using a sliding scale for each ROE performance metric, the matrix takes into account the amount of variance from the ROE target and peer group ROE results, rewarding performance while mitigating the incentive for excessive risk taking that may result from an "all-or-nothing" award.

Setting the levels of absolute and relative ROE for the PRSU performance matrix

The target and maximum ROE levels selected by the Committee for the three-year performance period contained in the PRSU awards granted in February 2018 were based on the ROE range included in the company's profitability goals announced at its most recent Investor Day conference, held in September 2016. While the Investor Day presentation provided an ROE range of 13.5% to 16.5%, the Committee adjusted the goals contained in the PRSUs granted in 2018 upward to reflect the impact tax reform is expected to have on the company's ROE results over the awards' three-year performance period. As reflected below, the target award level was set at 14.5%, with a maximum result of 17.5%.

The Committee also established a sliding scale of ROE achieved relative to the ROE of our financial peer group, which consists of the following institutions: Bank of America, BB&T, Fifth Third, J.P. Morgan, KeyCorp, PNC, Regions, SunTrust, and Wells Fargo. This group is used by the company for financial comparison purposes because these companies, along with U.S. Bancorp, are the ten largest financial services companies based in the United States that provide broadly comparable retail and commercial banking services. Performance above the median of peers will result

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in increases in the award payout, while performance below the median of peers will result in decreases in the award payout.

Our ROE result for 2018 was 15.4%, which placed us in the top quartile of our financial peer group for the year. Our absolute and relative ROE performance could change during the remaining two years of the performance period.

Decision making and policies

Who is involved in making compensation decisions

Executive compensation policy, practices and amounts are determined by the Committee, which is composed entirely of independent directors. The Committee has responsibility for setting each component of compensation for our CEO with the assistance and guidance of its independent compensation consultant. The Committee has retained Meridian Compensation Partners, LLC ("Meridian"), as its independent compensation consultant. At the direction of the Committee, Meridian also works with members of management to facilitate the Committee's review of compensation practices and management's recommendations.

Our CEO and senior members of our human resources group, also with the assistance of the compensation consultant, develop initial recommendations for all components of compensation for the executive officers other than the CEO and present their recommendations to the Committee for review and approval. The Committee also annually reviews the total amount and types of compensation paid to non-employee members of the Board of Directors and recommends any changes to the independent directors for approval.

The Committee retains an independent compensation consultant to:

- provide advice regarding compensation program design, competitive practices, market trends and peer group composition;
- provide perspectives and assist the Committee in setting the pay of our CEO;

- provide the same advisory services to the Committee, our CEO, and senior members of our human resources group regarding the compensation of the other executive officers; and

- advise the Committee on non-employee director compensation.

Meridian does not provide any other services to our company. Following a review of the relationship between the company and its independent compensation consultant in 2018, the Committee concluded that Meridian's work for the Committee does not raise any conflicts of interest.

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Compensation discussion and analysis

How compensation is determined

The executive compensation outcomes described in the preceding pages are the culmination of a year's worth of analysis and decision making by the Committee, as follows:

January February

Review the company's recent performance in several key financial metrics and compare it to the performance of its peer institutions in the financial services industry

Determine the payouts to be made under the annual cash incentive plan based on the previous year's corporate, business line and individual performance and sensitivity to risk

Calculate the percentage of target PRSU awards earned for the last completed performance period, as applicable

Set the coming year's base salaries and target award percentages for the annual cash incentive plan

Establish the structure and performance targets for the upcoming annual cash incentive plan

Set the structure and amount of long-term incentive awards

Establish performance targets for the upcoming PRSU awards and grant equity awards

Consider risks arising from the company's incentive compensation plans (see below for more information about the risk consideration process)

April

Review total compensation tally sheets for each executive officer, including compensation outcomes under various termination scenarios

Review Say on Pay voting recommendations from proxy advisors and consider the results of the shareholder vote

July October

Review comparative compensation information from peer institutions (see below for more information about our compensation peer group), as well as a larger group of diversified financial companies

Compensation consultant reports on compensation practices and trends in the financial services industry

Review market information and recommend non-employee director compensation for approval by the independent directors

December

Management reports on feedback from fall shareholder engagement conversations

Establish design of executive compensation program for upcoming year and make preliminary decisions about target levels of compensation

Review executive officers' performance evaluations

Ongoing

Review the company's year-to-date financial performance relative to the targets included in its incentive compensation plans

Evaluate the structure of the executive compensation program and assess its effectiveness in creating long-term shareholder value

Compensation peer group

The Committee uses the following group of financial services companies to perform market checks on the compensation of our executive officers (listed in descending order of assets held at December 31, 2018):

JPMorgan Chase & Co.	$2,622,532	$324,580	$104,158
Bank of America Corporation	$2,354,507	$241,822	$87,965
Citigroup Inc.	$1,917,288	$127,138	$65,500
Wells Fargo & Company	$1,895,883	$216,910	$84,664
The PNC Financial Services Group, Inc.	$382,315	$53,945	$16,724
Capital One Financial Corporation	$372,538	$35,804	$22,220
BB&T Corporation	$225,697	$33,383	$10,992
SunTrust Banks, Inc.	$215,543	$22,662	$9,005
Fifth Third Bancorp	$146,069	$15,427	$6,693
U.S. Bancorp	$467,374	$73,855	$21,142
U.S. Bancorp percentile ranking	51%	53%	48%

1. Source: S&P Capital IQ based on company filings and market data; at December 31, 2018

2. Source: S&P Capital IQ based on company filings and market data; for the year ended December 31, 2018

The Committee believes that these peers represent the company's most meaningful competitors in the marketplace for executive talent. As shown above, U.S. Bancorp is positioned near the median of its compensation peer group with respect to significant financial metrics.

The Committee also reviews and uses compensation data from a large group of diversified financial services companies as an additional point of comparison. As a result of this ongoing analysis and resulting compensation adjustments, our executive compensation positioning is generally within market range, recognizing that several positions are unique to our company and do not have clear market comparisons.

Stock ownership and retention requirements

The Committee believes that ownership of our common stock by our executive officers directly aligns their interests with those of our other shareholders and helps balance the incentives for risk taking inherent in equity-based awards. We require our executives to hold significant amounts of company stock. We also require that they retain until retirement a substantial portion of their vested stock awards (net of shares withheld to satisfy tax obligations), even after minimum ownership levels have been met. The current ownership and retention requirements are as follows:

Vested PRSUs, exercised (and held) stock options, and all RSUs are included in determining whether an executive officer satisfies his or her applicable minimum ownership level. As of December 31, 2018, all our executive officers were in compliance with the stock ownership and retention requirements.

Clawback and forfeiture provisions

Clawback of paid cash awards: Under its clawback policy, the Committee will evaluate the facts and circumstances surrounding any restatement of earnings, and in its sole discretion, may adjust and recoup cash incentive amounts paid to our CEO, any executive officers or any other employees as it deems appropriate, if attributable to materially misleading reported earnings that require restatement.

Forfeiture of unpaid cash awards: Payouts of annual cash incentive awards can be reduced to $0, regardless of company performance relative to plan metrics, if the executive officer has demonstrated negative personal performance that was significantly insensitive to risk during the performance period.

Cancellation of unvested equity awards: The equity award agreements for executive officers provide that outstanding awards can be canceled if the executive's conduct has subjected the company to significant financial, reputational or other risk through violations of company policies, laws or regulations; negligent or willful misconduct; or activity resulting in a significant or material control deficiency.

Termination of employment provisions

No cash severance: The executive officers are not entitled to receive any cash payments upon termination of employment, with or without a change in control, except as provided by broad-based plans generally available to our employees or, with respect to Mr. Cecere, in the case of disability.

No single-trigger acceleration: The equity award agreements for executive officers provide that a change in control of our company would not trigger accelerated vesting of an executive officer's outstanding equity awards unless his or her employment was involuntarily terminated within 12 months after the change in control other than for cause.

No employment agreements: All our executive officers are "at will" employees.

Risk considerations

Overview: Prudent risk taking is an integral part of any business strategy, and our compensation program is not intended to encourage management decisions that completely eliminate risk. Rather, the combination of various elements in our program is designed to encourage appropriate sensitivity to risk and mitigate the potential to reward risk taking that may produce short-term results that appear in isolation to be favorable, but that may undermine the successful execution of our long-term business strategy and negatively affect shareholder value. Our compensation practices are also designed to reward performance while maintaining our core commitment to customer service and ethical principles. Together with the company's processes for strategic planning, its internal control over financial reporting and other financial and compliance policies and practices, the design of our compensation program helps to discourage management actions that demonstrate insensitivity to risk.

Role of the Incentive Review Committee: As a large financial services company, we were subject to a continuing horizontal industry review of incentive compensation policies and practices undertaken by the Federal Reserve Board. We routinely undertake a thorough risk analysis of every incentive compensation plan of the company, the individuals covered by each plan and the risks inherent in each plan's design and implementation. We also conduct validation and back-testing activities to ensure that compensation plans are correctly risk rated, the plans are designed to adequately mitigate risk inherent therein, and the plans are administered effectively. The Incentive Review Committee was created to oversee that review and to provide more comprehensive oversight of the relationship between the various kinds of risk we manage and our company's incentive compensation plans and programs. The Incentive Review Committee meets throughout the year and reviews and approves all company incentive plans.

The Incentive Review Committee reviews incentive plan elements such as risk controls, plan participants, performance measures, performance and payout curves or formulas, how target level performance is determined (including whether any thresholds and caps exist), how frequently payouts occur, and the mix of fixed and variable compensation that the plan delivers. The plans and programs are also reviewed from the standpoint of reasonableness (for example, how target pay levels compare to similar plans for similar employee groups at other companies, and how payout amounts relate to the results that generate the payments), how well the plans and programs are aligned with U.S. Bancorp's goals and objectives and with the company's risk appetite, and from an overall standpoint, whether these plans and programs represent an appropriate mix of short-term and long-term compensation.

As part of this review by the Incentive Review Committee, our management team, including senior risk officers and individuals from the compensation department, have identified the risks inherent in these programs and have modified plans and controls where appropriate to mitigate certain potential risks. For example, most business line incentive compensation plans with a credit component track early defaults, or defaults that occur within the first 12 months, and must include a provision that allows the company to offset future payments by the amount of the previously paid incentives related to the early default.

In addition, a "risk scorecard" assessment measuring adequacy of risk management is undertaken for senior management-level employees who have the individual ability to pose material risk to the company, including the executive officers; all employees who have credit responsibility and who participate in annual corporate cash incentive plans; and all employees who, as part of a group, can engage in risk-taking behavior that could be material to the company and who participate in annual corporate cash incentive plans. This analysis serves as the basis for annual cash incentive plan adjustments for these employees. Annually, the Incentive Review Committee also addresses risk events that pose a material adverse impact to the company or business line to determine whether an event should trigger cancellation of equity awards. The Incentive Review Committee has reviewed its process with the Compensation and Human Resources Committee and discussed the areas where compensation-related risks were being addressed by plan modifications, or were mitigated by internal controls or otherwise.

Role of the Compensation and Human Resources Committee: The Compensation and Human Resources Committee also conducts an annual review of the compensation packages and components for the executive officers. The Committee assesses the incentives for risk taking contained in the compensation program and balances them with the other goals of the compensation program. The Committee meets at that time with members of senior management for a discussion of the material risks our company faces, to assess those risks and the overall risk tolerance of the company approved by the Board of Directors in relation to the levels of risk inherent in the compensation plans and programs and the performance targets set each year.

In evaluating the incentives for risk taking in compensation plans and policies for executive officers, the Committee considered the following risk-mitigating aspects of those plans and policies:

Overall compensation program risk mitigation factors

Long-term incentive focus: The majority of the total compensation received by executive officers is in the form of equity awards with multi-year vesting schedules, which helps to ensure that executives have significant value tied to long-term stock price performance and mitigates incentives to manage the company with an excessive focus on short-term gain.

Annual cash incentive risk mitigation factors

Broad corporate focus: The award payouts for all participants in the annual cash incentive plan, including our executive officers, are dependent to a large degree on our corporate EPS performance. This structure provides a common, consistent focus on the achievement of annual goals important to our overall success, while mitigating the incentives to take excessive risks to achieve goals that are more closely linked to individual performance.

Specific risk sensitivity analysis: A "risk scorecard" assessment is performed for senior management-level employees who have the individual ability to pose material risk to the company, including executive officers, and is reviewed by our Incentive Review Committee. The results of this analysis may result in adjustments to award payouts under the annual cash incentive plan.

Clawback policy: The company's incentive compensation clawback policy discourages risk taking that would lead to improper financial reporting.

Long-term incentive risk mitigation factors

Equity cancellation provisions: Executive officers' unvested equity awards can be cancelled if their conduct has subjected the company to significant financial, reputational or other risk.

Choice of performance metric: The PRSUs use ROE as the measure of corporate performance for determining the final number of units earned under the award. Achieving a high ROE requires an appropriate balance between achieving the highest return on invested capital and managing risk within the company's established risk tolerance levels.

Maximum PRSU payout limited: The number of units that may be earned under the performance formula is capped at 150%, which limits the potential incentive to take excessive risk to receive a greater number of shares.

Sliding scale earn-out calculation: The PRSU performance matrix takes into account the amount of variance from the ROE target and peer group ROE results, mitigating the incentive for excessive risk taking that may result from an "all-or-nothing" award.

Meaningful stock ownership and retention requirements: Executives are required to hold significant amounts of company stock, a portion of which must be held until retirement, which fosters the alignment of executives' interests with those of our long-term shareholders.

Policy prohibiting hedging of shares: Our insider trading policy prohibits our executives from taking actions designed to hedge or offset any decrease in the market value of our common stock.

Based on a consideration of the foregoing reviews and factors, the Committee has determined that risks arising from the company's compensation policies and practices for its employees are not reasonably likely to have a material adverse effect on the company.

Tax considerations

Section 162(m) of the Internal Revenue Code generally places a $1 million limit on the amount of compensation a company can deduct in any one year for certain executive officers. For tax years beginning before January 1, 2018, qualifying "performance-based" compensation was exempt from Section 162(m)'s deduction limit. The Tax Cuts and Jobs Act of 2017, which became law in December 2017, eliminated the performance-based exemption, except for remuneration provided pursuant to a written binding contract that was in effect on November 2, 2017, and not modified in any material respect on or after such date. The parameters of these grandfathering provisions were not known until mid-2018 when the IRS released further guidance.

As a result, the Committee continued to structure 2018 annual cash incentive awards granted to our NEOs under the EIP, and 2018 equity PRSUs granted to our NEOs under the U.S. Bancorp 2015 Stock Incentive Plan, to satisfy Section 162(m)'s performance-based exemption. IRS guidance issued in 2018 clarified that the grandfathering provisions

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will not apply to these awards. Therefore, the Committee adopted a new annual executive incentive plan for 2019 that does not prescribe a payout formula as set forth in the EIP but maintains a performance-based structure. Annual cash incentive awards granted to the executive officers in early 2019 under the new plan include maximum payout amounts equal to 200% of target value. The Committee continues to grant equity awards under the U.S. Bancorp 2015 Stock Incentive Plan and did not change the structure of the PRSUs granted in 2019 even though the performance-based exemption is no longer available.

The elimination of the performance-based exemption from Section 162(m)'s deduction limit has not altered the Committee's commitment to a pay-for-performance executive compensation program. The Committee believes that the Section 162(m) related tax deduction is only one of several relevant considerations in setting compensation. The Committee also believes that the Section 162(m) tax deduction limitation should not be permitted to compromise its ability to design and maintain executive compensation arrangements that, among other things, are intended to attract, retain and motivate talented, high-performing leaders. The Committee expects that it will continue to approve compensation in excess of $1,000,000 to named executive officers that will not be deductible under Section 162(m) when it believes doing so is in the best interests of the company and its shareholders.

Compensation committee report

The Compensation and Human Resources Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based upon this review and discussion, the Compensation and Human Resources Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and in our 2018 Annual Report on Form 10-K.

Compensation and Human Resources Committee of the Board of Directors of U.S. Bancorp

Scott W. Wine, *Chair*
Arthur D. Collins, Jr.
Olivia F. Kirtley
David B. O'Maley
O'dell M. Owens, M.D., M.P.H.

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Executive compensation

Summary compensation table

The following table shows the cash and non-cash compensation awarded to or earned by our NEOs in 2018.

Name and principal position	Year	Salary ($)	Stock awards ($)1	Option awards ($)2	Non-equity incentive plan compensation ($)3	Change in pension value and non-qualified deferred compensation earnings ($)4	All other compensation ($)5	Total ($)
Andrew Cecere	2018	1,100,000	7,260,000		2,663,760	2,369,125	44,243	13,437,128
Chairman, President and	2017	941,538	4,500,000	1,500,000	1,659,867	3,381,404	31,947	12,014,756
Chief Executive Officer	2016	800,000	4,331,250	1,443,750	1,160,400	884,538	31,478	8,651,416
Terrance R. Dolan	2018	675,000	3,250,000		953,505	234,766	23,451	5,136,722
Vice Chairman and	2017	650,000	2,325,000	775,000	768,040	579,394	16,188	5,113,622
Chief Financial Officer	2016	545,833	1,230,000	410,000	695,031	357,515	15,672	3,254,051
Jeffry H. von Gillern	2018	600,000	2,300,000		838,320	15,670	25,226	3,779,216
Vice Chairman, Technology	2017	575,000	1,725,000	575,000	655,270	186,832	31,935	3,749,037
and Operations Services	2016	575,000	1,320,000	440,000	692,156	133,795	18,595	3,179,546
Shailesh M. Kotwal[6] Vice Chairman, Payment Services	2018	550,000	2,000,000		791,560	50,547	79,244	3,471,351

Gunjan Kedia[6]	2018	550,000	2,000,000		739,970	63,461	94,821	3,448,252
Vice Chairman, Wealth Management and Investment Services	2017	525,000	1,200,000	400,000	611,520		69,327	2,805,847
P.W. (Bill) Parker	2018	552,763	2,500,000		808,646	197,513	30,717	4,089,639
Former Vice Chairman and	2017	625,000	1,875,000	625,000	782,250	325,854	23,971	4,257,075
Chief Risk Officer	2016	625,000	1,815,000	605,000	755,469	163,105	24,868	3,988,442

1. **Stock awards**

The amounts in this column are calculated based on the number of time-based restricted stock units, or RSUs, and performance-based restricted stock units, or PRSUs, awarded and the fair market value of U.S. Bancorp common stock on the date the award was made in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718.

The 2018 values in this table reflect the fair market value of each officer's RSUs plus the target payout for the PRSUs on the grant date. The number of PRSUs subject to each of these awards will be determined after a three-year performance period beginning on January 1, 2018 and ending Decebmber 31, 2020. Depending on our company performance during this time, 0% to 150% of the target number of PRSUs granted to the executive officers can be earned. The fair market value of RSUs plus the maximum potential payout amouts for the PRSUs on the grant date were as follows: (i) Mr. Cecere, $9,438,000; (ii) Mr. Dolan, $4,225,000; (iii) Mr. von Gillern, $2,990,000; (iv) Mr. Kotwal, $2,600,000; (v) Ms. Kedia, $2,600,000; and (vi) Mr. Parker, $3,250,000.

2. **Option awards**

The amounts in this column are based on the fair value of the stock option awards as estimated using the Black-Scholes option-pricing model in accordance with FASB ASC Topic 718. No stock options were granted in 2018.

3. **Non-equity incentive plan compensation**

The 2018 amounts in this column relate to awards granted under our EIP in January 2018, determined in January 2019 based on 2018 performance, and paid out in February 2019. The EIP and these awards are discussed above in the "Compensation Discussion and Analysis" section of this proxy statement.

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4.

Change in pension value and non-qualified deferred compensation earnings

The amounts in this column represent the increase in the actuarial net present value of all future retirement benefits under the U.S. Bank Pension Plan and the U.S. Bancorp Non-Qualified Retirement Plan. A number of factors can cause the amounts reflected in this column to vary significantly, including volatility in the discount rate applied to determine the value of future payment streams and changes to mortality assumptions.

The change in present value amounts reported for 2018 are smaller than those reported for 2017 for the respective NEOs. The decrease in these "change" values is partially due to the higher discount rates used for year-end 2018, which are approximately 60 to 65 basis points higher than for year-end 2017. Increases in age and service, as well as updated lump-sum mortality factors, also impacted the amounts.

The net present values of the pension benefits as of December 31, 2018, used to calculate the net change in pension benefits were determined using the same assumptions used to determine our pension obligations and expense for financial statement purposes. See Note 16 to our consolidated financial statements included in our 2018 Annual Report on Form 10-K for these specific assumptions. Additional information about our Pension Plan and Non-Qualified Retirement Plan is included below under the heading "Pension Benefits." We have not provided above-market or preferential earnings on any nonqualified deferred compensation and, accordingly, no such amounts are reflected in this column.

5.

All other compensation

The following table describes each component of the All Other Compensation column for 2018:

Name	Parking reimbursement ($)	Matching contribution into 401(k) savings plan ($)	Reimbursement of financial planning expenses ($)	Executive physical ($)	Home security system expenses ($)	Commuting expenses ($)a	Housing expenses ($)a	Club dues	Other ($)b	Total ($)
Mr. Cecere	4,850	11,000	14,025		7,623			6,281	464	44,243
Mr. Dolan	4,850	11,000			623			6,978		23,451
Mr. von Gillern	4,850	11,000		3,263	850			5,263		25,226
Mr. Kotwal		11,000				38,304	29,940			79,244
Ms. Kedia		11,000	14,520			36,109	33,192			94,821
Mr. Parker	3,600	11,000	2,145	8,353					5,619	30,717

a. The amounts for Mr. Kotwal and Ms. Kedia represent expenses for corporate housing in Minneapolis and expenses for air travel to and from their respective homes to their offices in Minneapolis.

b. The amount for Mr. Cecere represents meal costs incurred by his spouse at employee recognition events she attended as his guest. The amount for Mr. Parker represents two non-cash awards.

Our company occasionally allows its executives the personal use of tickets for sporting and cultural events previously acquired by our company for the purpose of business entertainment. In addition, an executive's spouse might accompany him or her on a business-related flight aboard a company-owned aircraft if a seat on that aircraft would otherwise be empty. There is no incremental cost to our company for the use of such tickets or for such flights.

6. Mr. Kotwal was not an NEO in 2016 or 2017, and Ms. Kedia was not an NEO in 2016. The table above reflects only their compensation for years they were NEOs.

Grants of plan-based awards

The following table summarizes the equity and non-equity plan-based awards granted in 2018 to the NEOs. The first line of information for each executive contains information about the 2018 annual cash incentive awards that each executive was granted under our EIP, and the remaining information relates to PRSUs and RSUs granted in 2018 under the U.S. Bancorp 2015 Stock Incentive Plan.

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Executive compensation

Grants of plan-based awards for fiscal 2018

Name	Grant date	Date of compensation committee meeting at which grant was approved	Estimated future payouts under non-equity incentive plan awards1		Estimated future payouts under equity incentive plan awards			All other stock awards: number of shares of stock or units (#)	Grant date fair value of stock awards ($)6
			Target ($)2	Maximum ($)3	Threshold (#)	Target (#)	Maximum (#)		
Andrew Cecere			2,640,000	14,192,000					
	2/14/18	1/16/18			0	78,756	118,134[(4)]		4,355,994
	2/14/18	1/16/18						52,504[(5)]	2,903,996
Terrance R. Dolan			945,000	14,192,000					
	2/14/18	1/16/18			0	35,256	52,884[(4)]		1,950,009
	2/14/18	1/16/18						23,504[(5)]	1,300,006
Jeffry H. von Gillern			840,000	14,192,000					
	2/14/18	1/16/18			0	24,950	37,425[(4)]		1,379,985
	2/14/18	1/16/18						16,634[(5)]	920,027
Shailesh M. Kowtal			770,000	14,192,000					
	2/14/18	1/16/18			0	21,696	32,544[(4)]		1,200,006
	2/14/18	1/16/18						14,464[(5)]	800,004