

US BANCORP \DE\  
Form 425  
June 08, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 8, 2010**

**U.S. BANCORP**

(Exact name of registrant as specified in its charter)

1-6880

(Commission File Number)

DELAWARE

(State or other jurisdiction of incorporation)

41-0255900

(I.R.S. Employer Identification Number)

800 Nicollet Mall

Minneapolis, Minnesota 55402

(Address of principal executive offices and zip code)

(651) 466-3000

(Registrant's telephone number, including area code)

(not applicable)

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

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

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

On June 8, 2010, U.S. Bancorp, a Delaware corporation (the Company ), issued a press release announcing the final results of its offer to exchange (the Exchange Offer ) up to 1,250,000 of its Depositary Shares (the Depositary Shares ), each representing a 1/100th interest in a share of the Company s Series A Non-Cumulative Perpetual Preferred Stock, \$100,000 liquidation preference per share, for any and all of the 1,250,000 outstanding 6.189% Fixed-to-Floating Rate Normal Income Trust Securities, liquidation amount \$1,000 per security (the Normal ITS ) of USB Capital IX (the Trust ), as well as the results of the Company s concurrent solicitation (the Consent Solicitation ) of consents (the Consents ) to proposed amendments to the Trust documents related to the Normal ITS, the indenture pursuant to which the junior subordinated notes that correspond to the Normal ITS were issued and related documents. The Exchange Offer and the Consent Solicitation each expired at 11:59 p.m. on June 7, 2010. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference. The press release is also being filed herewith in accordance with Rule 425 under the Securities Act of 1933, as amended.

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

(d) Exhibits.

99.1 Press release dated June 8, 2010.

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**SIGNATURE**

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

U.S. BANCORP

Date: June 8, 2010

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

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**EXHIBIT INDEX**

99.1 Press release dated June 8, 2010.