#### CHENEVICH WILLIAM L

Form 4

January 20, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHENEVICH WILLIAM L			2. Issuer Name <b>and</b> Ticker or Trading Symbol US BANCORP \DE\ [USB]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
LIC DANCO	DD 900 N	ICOLLET	(Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify		
U.S. BANCORP, 800 NICOLLET MALL			01/18/2005	below) below)  Vice Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MINNEAPOLIS, MN 55402				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti oror Dispose (Instr. 3, 4)	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value	01/19/2005		M	65,442		\$ 19.1001	166,408	D	
Common Stock, \$0.01 par value	01/19/2005		S	7,600	D	\$ 31.01	158,808	D	
Common Stock, \$0.01 par value	01/19/2005		S	57,842	D	\$ 31	100,966	D	

#### Edgar Filing: CHENEVICH WILLIAM L - Form 4

Common Stock,

\$0.01 par value

957.26 (2)

Ι

401(k) Plan

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Employee				Code	(11)	(D)				
Stock Option (Right to Buy)	\$ 30.4	01/18/2005		A	333,650		<u>(1)</u>	01/18/2015	Common Stock	33
Employee Stock Option (Right to Buy)	\$ 19.1001	01/19/2005		M		65,442	(3)	12/18/2011	Common Stock	6:

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

CHENEVICH WILLIAM L U.S. BANCORP 800 NICOLLET MALL MINNEAPOLIS, MN 55402

Vice Chairman

**Signatures** 

Lee R. Mitau for William L. Chenevich

01/20/2005

\*\*Signature of Reporting Person

Date

2 Reporting Owners

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## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vests in four equal annual installments beginning on January 18, 2006.
- (2) Based on a plan report dated 12/31/04, the most recent plan report available.
- (3) The option vests in four equal annual installments beginning on December 18, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.