

MOFFETT DAVID M  
Form 5  
January 17, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<b>1. Name and Address of Reporting Person*</b>  _____ Moffett, David M.  _____ (Last) (First) (Middle)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  _____ U.S. Bancorp (USB)	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____
_____ U.S. Bancorp 800 Nicollet Mall  _____ (Street)	<b>4. Statement for Month/Year</b>  _____ December 31, 2001	<b>5. If Amendment, Date of Original (Month/Year)</b>  _____
_____ Minneapolis, MN 55402  _____ (City) (State) (Zip)	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input type="radio"/> Director <input type="radio"/> 10% Owner  <input checked="" type="radio"/> Officer (give title below)	<b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b>  <input checked="" type="radio"/> Form filed by One Reporting Person  <input type="radio"/>

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Other (*specify below*)  
Vice Chairman, Chief Financial  
Officer  
\_\_\_\_\_

Form filed by More  
than One Reporting  
Person

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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)  
or  
Amount (D) Price

Common Stock, \$0.01 par value	11/20/01		G 5	2,800	D	N/A	90,336	D	
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Common Stock, \$0.01 par value							10,698.96(1)	I	401(k) Plan
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Common Stock, \$0.01 par value							64,785.50	I	Deferred Compensation Plan
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Common Stock, \$0.01 par value							30,291	I	By Spouse
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