

US BANCORP \DE\

Form 4

April 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARLSON JENNIE P

(Last) (First) (Middle)

**U.S. BANCORP, 800 NICOLLET
MALL**

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
US BANCORP \DE\ [USB]

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

EVP, Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value	04/20/2006		M	12,081	A \$ 18.7889	37,272.3 ⁽¹⁾	D
Common Stock, \$0.01 par vaue	04/20/2006		M	20,306	A \$ 23.631	57,578.3	D
Common Stock, \$0.01 par value	04/20/2006		S	29,387	D \$ 30.55	28,191.3	D

Common Stock, \$0.01 par value	04/20/2006	S	2,300	D	\$ 30.56	25,891.3	D	
Common Stock, \$0.01 par value	04/20/2006	S	700	D	\$ 30.58	25,191.3	D	
Common Stock, \$0.01 par value						14,594.89 ⁽²⁾	I	401(k) Plan
Common Stock, \$0.01 par value						1,800	I	By Spouse's IRA

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.7889	04/20/2006		M	12,081	⁽³⁾ 12/07/2007	Common Stock 12,081
Employee Stock Option (Right to Buy)	\$ 23.631	04/20/2006		M	20,306	⁽⁴⁾ 11/20/2008	Common Stock 20,306

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON JENNIE P U.S. BANCORP 800 NICOLLET MALL MINNEAPOLIS, MN 55402			EVP, Human Resources	

Signatures

Lee R. Mitau for Jennie P. Carlson	04/21/2006
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes additional share amounts acquired in October 2005, and in January and April 2006, pursuant to a dividend reinvestment plan in transactions exempt under Rule 16a-11.
- (2) Based on a plan report dated 3/31/06, the most recent plan report available.
- (3) The option vested in four equal annual installments beginning on December 9, 1998.
- (4) The option vested in four equal annual installments beginning on November 20, 1999.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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