

OWENS ODELL M
Form 4
January 17, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Owens, O'dell M.			2. Issuer Name and Ticker or Trading Symbol U.S. Bancorp (USB)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 1/15/03				
3849 Washington Avenue										
(Street) Cincinnati, OH 45229			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(City)	(State)	(Zip)								
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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

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FORM 4 (continued) 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Ownership of Derivative Security: Beneficially Owned
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				5)			Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		Indirect (I) (Instr. 4)
				Code	V	(A)						
Restricted Stock Units	1-for-1							Common Stock	2,500		2,500	D
Deferred Compensation Plan Participation	1-for-1	1/15/03		A	2,595.11	(1)	(1)	Common Stock	2,595.11	\$23.12	46,750.19 ⁽²⁾	D
Non-Employee Director Stock Option (Right to Buy)	\$21.64						12/17/12	Common Stock	7,200		7,200	D
Non-Employee Director Stock Option (Right to Buy)	\$18.95						10/01/12	Common Stock	1,250		1,250	D
Non-Employee Director Stock Option (Right to Buy)	\$23.18						7/01/12	Common Stock	1,375		1,375	D
Non-Employee Director Stock Option (Right to Buy)	\$22.16						4/01/12	Common Stock	800		800	D
Non-Employee Director Stock Option (Right to Buy)	\$20.78						1/02/12	Common Stock	1,500		1,500	D
Non-Employee Director Stock Option (Right to Buy)	\$20.78						1/02/12	Common Stock	9,150		9,150	D
Non-Employee Director Stock Option (Right to Buy)	\$20.78						1/02/12	Common Stock	8,600		8,600	D
Non-Employee Director Stock Option (Right to Buy)	\$22.02						10/01/11	Common Stock	875		875	D
Non-Employee Director Stock Option (Right to Buy)	\$23.31						7/02/11	Common Stock	625		625	D
Non-Employee Director Stock Option (Right to Buy)	\$23.20						4/02/11	Common Stock	1,625		1,625	D
Non-Employee Director Stock Option (Right to Buy)	\$23.34						2/27/11	Common Stock	6,100		6,100	D
Non-Employee Director Stock Option (Right to Buy)	\$23.4375						1/02/11	Common Stock	8,800		8,800	D

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to Buy)													
Non-Employee Director Stock Option (Right to Buy)	\$23.4375						1/02/11	Common Stock	975		975	D	
Non-Employee Director Stock Option (Right to Buy)	\$21.6875						12/12/10	Common Stock	8,900		8,900	D	
Non-Employee Director Stock Option (Right to Buy)	\$22.5625						10/02/10	Common Stock	450		450	D	
Non-Employee Director Stock Option (Right to Buy)	\$20.875						7/03/10	Common Stock	525		525	D	
Non-Employee Director Stock Option (Right to Buy)	\$23.375						4/03/10	Common Stock	700		700	D	
Non-Employee Director Stock Option (Right to Buy)	\$20.9375						1/03/10	Common Stock	5,750		5,750	D	
Non-Employee Director Stock Option (Right to Buy)	\$21.375						12/14/09	Common Stock	6,900		6,900	D	
Non-Employee Director Stock Option (Right to Buy)	\$25.625						10/01/09	Common Stock	500		500	D	
Non-Employee Director Stock Option (Right to Buy)	\$28.00						7/01/09	Common Stock	825		825	D	
Non-Employee Director Stock Option (Right to Buy)	\$28.00						7/01/09	Common Stock	3,300		3,300	D	
Non-Employee Director Stock Option (Right to Buy)	\$29.4167						3/09/09	Common Stock	10,800		10,800	D	
Non-Employee Director Stock Option (Right to Buy)	\$21.00						4/14/08	Common Stock	13,500		13,500	D	

Explanation of Responses:

(1) Deferred Compensation Plan Participation is payable in common stock following termination of the reporting person's directorship with U.S. Bancorp or age 55, whichever is later.

(2) Includes additional amounts acquired in January pursuant to a dividend reinvestment feature of the U.S. Bancorp Deferred Compensation Plan.

By: /s/ **Lee R. Mitau**
For O'dell M. Owens
 **Signature of Reporting Person

1/17/03
 Date

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**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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