

US BANCORP \DE\  
Form 8-K  
May 24, 2011

**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): May 24, 2011**

**U.S. BANCORP**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-6880**

(Commission File Number)

**41-0255900**

(IRS Employer Identification No.)

**800 Nicollet Mall**

**Minneapolis, Minnesota**

(Address of Principal Executive Offices)

**55402**

(Zip Code)

Registrant's telephone number, including area code: **(651) 466-3000**

**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))

**Item 8.01 Other Events.**

On May 24, 2011, U.S. Bancorp issued \$1,000,000,000 aggregate principal amount of its 4.125% Medium-Term Notes, Series T (Senior) due May 24, 2021 (the Notes ). The Notes were registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File No. 333-173636) filed by U.S. Bancorp with the Securities and Exchange Commission. In connection with this issuance, the legal opinion as to the legality of the Notes is being filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

5.1 Opinion and consent of Squire, Sanders & Dempsey (US) LLP.

23.1 Consent of Squire, Sanders & Dempsey (US) LLP (included in Exhibit 5.1).

**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

By: /s/ Lee R. Mitau

Lee R. Mitau  
Executive Vice President, General Counsel and  
Corporate Secretary

Date: May 24, 2011

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 5.1                       | Opinion and consent of Squire, Sanders & Dempsey (US) LLP.               |
| 23.1                      | Consent of Squire, Sanders & Dempsey (US) LLP (included in Exhibit 5.1). |