

OWENS ODELL M
Form 4
December 19, 2002

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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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 — <input type="checkbox"/> 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 12/17/02				
3849 Washington Avenue										
(Street)			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				
Cincinnati, OH 45229										
(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 Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial 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)	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. of In Ben Own (Instr. 4)
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				(Instr. 3, 4 & 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	12/17/02		A	2,500	(1)	(1)	Common Stock	2,500		2,500	D
Deferred Compensation Plan Participation	1-for-1					(2)	(2)	Common Stock	43,346.24		43,780.35 ⁽³⁾	D
Non-Employee Director Stock Option (Right to Buy)	\$21.64	12/17/02		A	7,200	(4)	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	\$23.4375						1/02/11	Common Stock	8,800		8,800	D

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Option (Right 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) The restricted stock units vest in four equal annual installments beginning on December 17, 2003. Vested units are payable in common stock when the reporting person retires in accordance with the Company's director retirement policy.
- (2) 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.
- (3) Includes additional amounts acquired in October pursuant to a dividend reinvestment feature of the U.S. Bancorp Deferred Compensation Plan.
- (4) The option vests in four equal annual installments beginning on December 17, 2003.

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

12/19/02
Date

**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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