

US BANCORP \DE\
Form 8-K
December 19, 2006

Table of Contents

**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): December 19, 2006
U.S. BANCORP**

(Exact name of registrant as specified in its charter)
1-6880
(Commission File Number)

DELAWARE
(State or other jurisdiction
of incorporation)

41-0255900
(I.R.S. Employer
Identification Number)

800 Nicollet Mall
Minneapolis, Minnesota 55402
(Address of principal executive offices and zip code)
(651) 466-3000
(Registrant's telephone number, including area code)
(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))
-

TABLE OF CONTENTS

Item 9.01 Financial Statements and Exhibits

SIGNATURES

INDEX TO EXHIBITS

Indenture dated as of September 20, 2006

Registration Rights Agreement dated as of September 20, 2006

Form T-1 Statement of Eligibility

Table of Contents

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following Exhibits are incorporated by reference into the Registration Statement on Form S-3 (File No. 333-132297) of U.S. Bancorp as exhibits thereto and are filed as part of this Current Report.

- 4.1 Indenture dated as of September 20, 2006 among U.S. Bancorp, Wilmington Trust Company, as Trustee and U.S. Bank Trust National Association, as Authenticating Agent, Calculation Agent, Conversion Agent, Paying Agent and Registrar.
 - 4.2 Registration Rights Agreement dated as of September 20, 2006 between U.S. Bancorp and Citigroup Global Markets Inc.
 - 4.3 Form of Floating Rate Convertible Senior Debenture due 2036 (included in Exhibit 4.1).
 - 25.1 Form T-1 Statement of Eligibility of Wilmington Trust Company to act as Trustee with respect to the Indenture dated as of September 20, 2006.
-

Table of Contents

SIGNATURES

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.

Date: December 19, 2006

U.S. BANCORP

By: /s/ Lee R. Mitau

Name: Lee R. Mitau

Title: Executive Vice President, Secretary and
General Counsel

Table of Contents

INDEX TO EXHIBITS

Exhibit No.

- 4.1 Indenture dated as of September 20, 2006 among U.S. Bancorp, Wilmington Trust Company, as Trustee and U.S. Bank Trust National Association, as Authenticating Agent, Calculation Agent, Conversion Agent, Paying Agent and Registrar.
- 4.2 Registration Rights Agreement dated as of September 20, 2006 between U.S. Bancorp and Citigroup Global Markets Inc.
- 4.3 Form of Floating Rate Convertible Senior Debenture due 2036 (included in Exhibit 4.1).
- 25.1 Form T-1 Statement of Eligibility of Wilmington Trust Company to act as Trustee with respect to the Indenture dated as of September 20, 2006.