

USB Capital IX  
Form 425  
May 10, 2010

**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 10, 2010**  
**U.S. Bancorp**  
(Exact name of registrant as specified in its charter)  
**1-6880**  
(Commission File Number)

**Delaware** **41-0255900**  
(State or other jurisdiction of incorporation) (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))
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**Item 8.01. Other Events.**

On May 10, 2010, U.S. Bancorp, a Delaware corporation (the Company), issued a press release announcing the commencement of its offer to exchange (the Exchange Offer) up to 1,250,000 of its Depositary Shares (the Depositary Shares), each representing a 1/100th interest in a share of the Company's Series A Non-Cumulative Perpetual Preferred Stock, \$100,000 liquidation preference per share (the Preferred Stock), for any and all of the 1,250,000 outstanding 6.189% Fixed-to-Floating Rate Normal Income Trust Securities, liquidation amount \$1,000 per security, of USB Capital IX (the Trust). The Depositary Shares to be issued in the Exchange Offer, and the underlying shares of the Company's Preferred Stock, are to be registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a registration statement on Form S-4, File No. 333-166706 (the Registration Statement). A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference. The press release is also being filed herewith in accordance with Rule 425 under the Securities Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release issued by the Company on May 10, 2010.

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**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**

Date: May 10, 2010

By: /s/ Lee R. Mitau  
Lee R. Mitau  
Executive Vice President, General  
Counsel and Corporate Secretary

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**EXHIBIT INDEX**

99.1 Press Release issued by the Company on May 10, 2010.