

US BANCORP \DE\
Form PRE 14A
February 26, 2010
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

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U.S. Bancorp

(Name of Registrant as Specified In Its Charter)

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(3) Filing Party:

(4) Date Filed:

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800 Nicollet Mall

Minneapolis, Minnesota 55402

(651) 466-3000

March 12, 2010

Dear Shareholders:

We cordially invite you to join us for our 2010 annual meeting of shareholders. We will hold our meeting on Tuesday, April 20, 2010, at 11:00 a.m., Pacific time, in the Grand Pacific Ballroom at the Seattle Marriott Waterfront, 2100 Alaskan Way, Seattle, Washington. For your convenience, a map showing the location of the Seattle Marriott Waterfront is provided on the back of our proxy statement.

At this year's meeting, you will hear a report on matters of current interest to our shareholders and be asked to vote on the following items:

Election of directors;

Ratification of Ernst & Young LLP as our independent auditor;

A proposal to approve our Amended and Restated 2007 Stock Incentive Plan; and

An advisory vote to approve the compensation of our executives disclosed in the attached proxy statement.

Attached you will find a notice of annual meeting of shareholders and proxy statement that contain further information about the business to be conducted at the meeting.

We hope you will be able to attend the meeting. However, whether or not you attend the meeting in person, we encourage you to vote by Internet or telephone or complete, sign and return your proxy card prior to the meeting. If you are not able to attend the meeting, you will still be able to access an audio replay of the management presentation given at the meeting from our website. Instructions on how to access the replay are included in the attached proxy statement.

Every shareholder vote is important. To ensure your vote is counted at the annual meeting, please vote as promptly as possible.

We look forward to seeing you at the annual meeting.

Sincerely,

Richard K. Davis

Chairman, President and Chief Executive Officer

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800 Nicollet Mall

Minneapolis, Minnesota 55402

(651) 466-3000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date and Time: Tuesday, April 20, 2010, at 11:00 a.m. Pacific time

Place: Seattle Marriott Waterfront

Grand Pacific Ballroom

2100 Alaskan Way

Seattle, Washington 98121

Items of Business:

1. The election of thirteen directors, each for a one-year term.
2. The ratification of the selection of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2010.
3. A proposal to approve the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan.
4. An advisory vote to approve the compensation of our executives disclosed in this proxy statement.
5. Any other business that may properly be considered at the meeting or any adjournment of the meeting.

Record Date: You may vote at the meeting if you were a shareholder of record at the close of business on February 22, 2010.

Voting by Proxy: It is important that your shares be represented and voted at the meeting. You may vote your shares by telephone or Internet by no later than 11:59 p.m. Eastern time on April 19, 2010 (or April 15, 2010, for shares held in the U.S. Bancorp 401(k) Savings Plan), as directed on the enclosed proxy card, or by completing, signing and promptly returning the enclosed proxy card by mail. Voting in any of these ways will not prevent you from attending or voting your shares at the meeting. We encourage you to vote by telephone or Internet in order to reduce mailing and handling expenses.

By Order of the Board of Directors

Lee R. Mitau

Secretary

March 12, 2010

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PROXY STATEMENT

2010 ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON APRIL 20, 2010

The Board of Directors of U.S. Bancorp is soliciting proxies for use at the annual meeting of shareholders to be held on April 20, 2010, and at any adjournment of the meeting. This proxy statement and the enclosed proxy card are first being mailed or made available to shareholders on or about March 12, 2010.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the meeting?

At our annual meeting, shareholders will act upon the matters outlined in the notice of annual meeting of shareholders and described in this proxy statement. These matters include the election of directors, the ratification of the selection of our independent auditor, the approval of the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan, and an advisory (non-binding) vote on the compensation of our executives disclosed in this proxy statement. Also, management will report on our performance during the last fiscal year and, once the business of the annual meeting is concluded, respond to questions from shareholders.

Please read this proxy statement carefully. You should consider the information contained in this proxy statement when deciding how to vote your shares at the annual meeting.

Who is entitled to vote at the meeting?

The Board has set February 22, 2010, as the record date for the annual meeting. If you were a shareholder of record at the close of business on February 22, 2010, you are entitled to vote at the meeting.

As of the record date, 1,915,130,775 shares of our common stock were issued and outstanding and, therefore, eligible to vote at the meeting.

What are my voting rights?

Holders of our common stock are entitled to one vote per share. Therefore, a total of 1,915,130,775 votes are entitled to be cast at the meeting. There is no cumulative voting.

How many shares must be present to hold the meeting?

In accordance with our bylaws, shares equal to at least one-third of the voting power of our outstanding shares of common stock as of the record date must be present at the meeting in order to hold the meeting and conduct business. This is called a quorum. Your shares are counted as present at the meeting if:

you have properly submitted a proxy vote by mail, telephone or Internet; or

you are present and vote in person at the meeting.

How do I vote my shares?

If you are a shareholder of record as of the record date, you can give a proxy to be voted at the meeting in any of the following ways:

over the telephone by calling a toll-free number;

electronically, using the Internet; or

by completing, signing and mailing the printed proxy card.

The telephone and Internet voting procedures have been set up for your convenience. We encourage you to reduce corporate expense by submitting your vote by telephone or Internet. The procedures have been designed

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to authenticate your identity, to allow you to give voting instructions and to confirm that those instructions have been recorded properly. If you are a shareholder of record and you would like to submit your proxy vote by telephone or Internet, please refer to the specific instructions provided on the enclosed proxy card. If you wish to submit your proxy by mail, please return your signed proxy card to us before the annual meeting.

If you hold your shares in street name, you must vote your shares in the manner prescribed by your broker or other nominee. Your broker or other nominee has enclosed or otherwise provided a voting instruction form for you to use in directing the broker or nominee how to vote your shares. Telephone and Internet voting are also encouraged for shareholders who hold their shares in street name.

What is a proxy?

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your shares. We refer to this as your proxy vote. Two executive officers, Richard K. Davis and Lee R. Mitau, have been designated as the proxies to cast the votes of our shareholders at our 2010 annual meeting of shareholders.

What is a proxy statement?

It is a document that we are required to give you, or provide you access to, in accordance with regulations of the Securities and Exchange Commission (the SEC), when we ask you to designate proxies to vote your shares of our common stock at a meeting of our shareholders. The proxy statement includes information regarding the matters to be acted upon at the meeting and certain other information required by regulations of the SEC and rules of the New York Stock Exchange (the NYSE).

What is the difference between a shareholder of record and a street name holder?

If your shares are registered directly in your name, you are considered the shareholder of record with respect to those shares.

If your shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the shareholder of record with respect to those shares. However, you still are considered the beneficial owner of those shares and your shares are said to be held in street name. Street name holders generally cannot vote their shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their shares using the voting instruction form provided by it.

How do I vote if my shares are held in the U.S. Bancorp 401(k) Savings Plan?

If you hold any shares in the U.S. Bancorp 401(k) Savings Plan, you are receiving, or being provided access to, the same proxy materials as any other shareholder of record. However, your proxy vote will serve as voting instructions to the plan trustee. Your voting instructions must be received at least five days prior to the annual meeting in order to count. In accordance with the terms of the plan, the trustee will vote all of the shares held in the plan in the same proportion as the actual proxy votes submitted by plan participants at least five days prior to the annual meeting.

What does it mean if I receive more than one proxy card or voting instruction form?

If you receive more than one proxy card or voting instruction form, it means that you hold shares registered in more than one account. To ensure that all of your shares are voted, sign and return each proxy card, or if you submit your proxy vote by telephone or Internet, vote once for each proxy card or voting instruction form you receive.

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Can I vote my shares in person at the meeting?

If you are a shareholder of record, you may vote your shares in person by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

If you are a street name holder, you may vote your shares in person at the meeting only if you obtain a signed letter or other document from your broker, bank, trust or other nominee giving you the right to vote the shares at the meeting.

If you are a participant in the U.S. Bancorp 401(k) Savings Plan, you may submit a proxy vote as described above, but you may not vote your 401(k) Savings Plan shares in person at the meeting.

What vote is required for the election of directors or for a proposal to be approved?

Election of each director requires that the number of votes cast FOR a director nominee must exceed the number of votes cast AGAINST that nominee. The affirmative vote of a majority of the voting power of our common stock present and entitled to vote on the matter is required for the ratification of the selection of our independent auditor; the approval of the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan; the advisory vote to approve the compensation of our executives disclosed in this proxy statement; and the approval of any other proposals. Because your vote on executive compensation is advisory, it will not be binding upon the company or the Board of Directors. However, the Compensation and Human Resources Committee will take into account the outcome of the vote when considering future executive compensation programs.

How are votes counted?

You may vote FOR, AGAINST or ABSTAIN for each nominee for the Board of Directors and on the other proposals.

If you submit your proxy but abstain from voting on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Shares not present at the meeting and shares voting ABSTAIN have no effect on the election of directors. If you abstain from voting on the proposal ratifying the selection of our independent auditor; the proposal for the approval of the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan; or the advisory vote proposal approving the compensation of our executives disclosed in this proxy statement, your abstention has the same effect as a vote against that proposal.

If you hold your shares in street name and do not provide voting instructions to your broker or other nominee, your shares will be considered to be broker non-votes and will not be voted on any proposal on which your broker or other nominee does not have discretionary authority to vote under the rules of the NYSE. Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum. Your broker or other nominee has discretionary authority to vote your shares on the ratification of Ernst & Young LLP as our independent auditor and the advisory vote to approve the compensation of our executives disclosed in this proxy statement, even if your broker, bank, trust or other nominee does not receive voting instructions from you. Your broker or other nominee does not have discretionary authority to vote your shares on the election of directors or the approval of the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan, if your broker, bank, trust or other nominee does not receive voting instructions from you.

Who will count the vote?

Representatives of Broadridge Financial Solutions, Inc., our tabulation agent, will tabulate the votes and act as independent inspectors of election.

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How does the Board recommend that I vote?

You will vote on the following management proposals:

Election of thirteen directors: Douglas M. Baker, Jr., Y. Marc Belton, Victoria Buyniski Gluckman, Arthur D. Collins, Jr., Richard K. Davis, Joel W. Johnson, Olivia F. Kirtley, Jerry W. Levin, David B. O Maley, O dell M. Owens, M.D., M.P.H., Richard G. Reiten, Craig D. Schnuck and Patrick T. Stokes;

Ratification of the selection of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2010;

Approval of the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan; and

Advisory approval of the compensation of our executives disclosed in this proxy statement.

The Board of Directors recommends that you vote **FOR** the election of each of the nominees to the Board of Directors, **FOR** the ratification of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2010, **FOR** the approval of the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan, and **FOR** the advisory approval of the compensation of our executives disclosed in this proxy statement.

We are not aware of any other matters that will be voted on at the annual meeting. However, if any other business properly comes before the meeting, the persons named as proxies for shareholders will vote on those matters in a manner they consider appropriate.

What if I do not specify how I want my shares voted?

If you submit a signed proxy card or submit your proxy by telephone or Internet and do not specify how you want to vote your shares, we will vote your shares:

FOR the election of all of the nominees for director;

FOR the ratification of the selection of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2010;

FOR the approval of the Amended and Restated U.S. Bancorp 2007 Stock Incentive Plan; and

FOR the advisory approval of the compensation of our executives disclosed in this proxy statement.

Can I change my vote after submitting my proxy?

Yes. You may revoke your proxy and change your vote at any time before your proxy is voted at the annual meeting. If you are a shareholder of record, you may revoke your proxy and change your vote by:

if you voted over the Internet or by telephone, voting again over the Internet or by telephone by no later than 11:59 p.m. Eastern time on April 19, 2010;

if you completed and returned a proxy card, submitting a new proxy card with a later date and returning it so that it is received by April 19, 2010; or

submitting written notice of revocation to our corporate secretary at the address shown on page 6 of this proxy statement so that it is received by April 19, 2010.

Attending the meeting will not revoke your proxy unless you specifically request to revoke it or submit a ballot at the meeting. To request an additional proxy card, or if you have any questions about the annual meeting or how to vote or revoke your proxy, you should write to Investor Relations, U.S. Bancorp, 800 Nicollet Mall, Minneapolis, MN 55402 or call (866) 775-9668.

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If you are a participant in the U.S. Bancorp 401(k) Savings Plan, you may revoke your proxy and change your vote as described above, but only until 11:59 p.m. Eastern time on April 15, 2010. If you hold your shares in street name, contact your broker, bank, trust or other nominee regarding how to revoke your proxy and change your vote.

Will my vote be kept confidential?

Yes. We have procedures to ensure that, regardless of whether shareholders vote by mail, telephone, Internet or in person, all proxies, ballots and voting tabulations that identify shareholders are kept permanently confidential, except as disclosure may be required by federal or state law or as expressly permitted by a shareholder. We also have the voting tabulations performed by an independent third party.

How can I attend the meeting?

You may be asked to present valid picture identification, such as a driver's license or passport, before being admitted to the meeting. If you hold your shares in street name, you also will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from your broker or other nominee are examples of proof of ownership.

Please let us know whether you plan to attend the meeting by responding affirmatively when prompted during telephone or Internet voting or by marking the attendance box on the proxy card.

If you are not able to attend the meeting, you will still be able to access an audio replay of the management presentation given at the meeting from our website. You can find instructions on how to access the replay and the presentation materials on our website at www.usbank.com by clicking on About U.S. Bancorp and then Investor/Shareholder Information. The link to the replay and materials will be found on the Webcasts and Presentations page.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We have retained Laurel Hill Advisory Group, LLC to assist in the solicitation of proxies for the annual meeting for a fee of approximately \$10,500, plus associated costs and expenses.

We are soliciting proxies primarily by mail. In addition, our directors, officers and regular employees may solicit proxies by telephone, facsimile, e-mail or in person. We will not pay these individuals any additional compensation for their services other than their regular salaries.

What are the deadlines for submitting shareholder proposals for the 2011 annual meeting?

In order for a shareholder proposal to be considered for inclusion in our proxy statement for the 2011 annual meeting, we must receive the written proposal at our principal executive offices at U.S. Bancorp, BC-MN-H23I, 800 Nicollet Mall, Minneapolis, Minnesota 55402, Attention: Corporate Secretary, on or before November 12, 2010. The proposal must comply with SEC regulations regarding the inclusion of shareholder proposals in company-sponsored proxy materials.

Our bylaws provide that a shareholder may nominate a director for election at the annual meeting if proper written notice is received by the Corporate Secretary of U.S. Bancorp at our principal executive offices in Minneapolis, Minnesota, at least 120 days in advance of the anniversary of the prior year's annual meeting. A shareholder may present from the floor a proposal that is not included in the proxy statement if proper written notice is received by the Corporate Secretary at least 120 days in advance of the anniversary of the date the proxy statement for the prior year's annual meeting was released to shareholders. For the 2011 annual meeting, notices of director nominations and shareholder proposals to be made from the floor must be received on or before

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December 21, 2010, and November 12, 2010, respectively. The notice must contain the specific information required by our bylaws. You can find a copy of our bylaws on our website at www.usbank.com by clicking on About U.S. Bancorp and then Corporate Governance. Shareholder proposals and director nominations for which notice is received by us after November 12, 2010, and December 21, 2010, respectively, may not be presented in any manner at the 2011 annual meeting.

How can I communicate with U.S. Bancorp's Board of Directors?

You or any other interested party may communicate with our Board of Directors by sending a letter addressed to our Board of Directors, non-management directors, lead director or specified individual directors to:

The Office of the Corporate Secretary

U.S. Bancorp

BC-MN-H23I

800 Nicollet Mall

Minneapolis, MN 55402

Any such letters will be delivered to the independent lead director or to a specified director if so addressed. Letters relating to accounting matters will also be delivered to our chief risk officer for handling in accordance with the Audit Committee's policy on investigation of complaints relating to accounting matters.

How can I reduce my company's expenses and conserve natural resources by electing to receive my proxy materials electronically in the future?

If we sent you a printed copy of our proxy statement and annual report, you can request electronic delivery if you are a shareholder of record or if you hold your shares in street name. In fact, we encourage you to request electronic delivery of these documents if you are comfortable viewing documents online, because it saves the expense of printing and mailing the materials to you and helps conserve environmental resources. Shareholders who sign up to receive proxy materials electronically will receive an e-mail with links to the proxy materials, which may give them faster delivery of the materials and will save money for our company and our shareholders. Your e-mail address will be kept separate from any other company operations and will be used for no other purpose.

If we sent you a printed copy of our proxy statement and annual report and you would like to sign up to receive these materials electronically in the future, you can choose this option by:

following the instructions provided on your proxy card or voting instruction form;

following the instructions provided when you vote over the Internet; or

going to <http://enroll.icsdelivery.com/usb> and following the instructions provided.

If you choose to view future proxy statements and annual reports over the Internet, you will receive an e-mail message next year containing a link to the Internet website where you can access our proxy statement and annual report. The e-mail also will include instructions for voting over the Internet. You may revoke this request at any time by following the instructions at <http://enroll.icsdelivery.com/usb>. Your election is permanent unless you revoke it later.

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to be Held on April 20, 2010:

Our proxy statement and 2009 Annual Report are available at www.usbank.com/proxymaterials.

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The following table shows how many shares of our common stock were beneficially owned as of February 8, 2010, by:

each current director and director nominee;

each of the executive officers named in the Summary Compensation Table in this proxy statement;

all of our directors and executive officers as a group; and

each person who is known by us to beneficially own more than 5% of our voting securities.

Unless otherwise noted, the shareholders listed in the table have sole voting and investment power with respect to the shares of common stock owned by them, and such shares are not subject to any pledge.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership ⁽¹⁾⁽²⁾	Percent of Common Stock Outstanding
Douglas M. Baker, Jr.	33,277 ⁽³⁾	*
Y. Marc Belton	21,752 ⁽³⁾	*
Victoria Buyniski Gluckman	263,766 ⁽³⁾	*
Andrew Cecere	1,846,634 ⁽⁴⁾	*
William L. Chenevich	1,692,960 ⁽⁵⁾	*
Arthur D. Collins, Jr.	251,118 ⁽³⁾	*
Richard K. Davis	4,002,963 ⁽⁶⁾	*
Richard C. Hartnack	1,074,851 ⁽⁷⁾	*
Joel W. Johnson	233,926 ⁽³⁾	*
Pamela A. Joseph	1,199,840 ⁽⁸⁾	*
Olivia F. Kirtley	75,540 ⁽³⁾	*
Jerry W. Levin	270,294 ⁽³⁾⁽⁹⁾	*
David B. O Maley	440,757 ⁽³⁾⁽¹⁰⁾	*
O dell M. Owens, M.D., M.P.H.	162,995 ⁽³⁾	*
Richard G. Reiten	128,348 ⁽³⁾	*
Craig D. Schnuck	194,322 ⁽³⁾⁽¹¹⁾	*
Patrick T. Stokes	156,949 ⁽³⁾⁽¹²⁾	*
All directors and executive officers as a group (26 persons)	17,844,369 ⁽¹³⁾	*
BlackRock, Inc. ⁽¹⁴⁾	99,066,642	5.18%

* Indicates less than 1%.

⁽¹⁾ Includes the following shares subject to options exercisable within 60 days after February 8, 2010:

Name	Shares	Name	Shares	Name	Shares
Ms. Buyniski Gluckman	30,934	Mr. Hartnack	979,909	Mr. O Maley	150,377
Mr. Cecere	1,704,470	Mr. Johnson	160,382	Dr. Owens	69,077

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Mr. Chenevich	1,606,039	Ms. Joseph	1,128,988	Mr. Reiten	61,326
Mr. Collins	169,225	Ms. Kirtley	27,761	Mr. Schnuck	128,570
Mr. Davis	3,622,147	Mr. Levin	174,361	Mr. Stokes	76,729

- (2) Some of our directors and officers have deferred cash compensation or stock option gains under our deferred compensation plans. Some of these deferred amounts will be paid out in shares of our common

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stock upon the director's or officer's retirement or other termination of employment or service with U.S. Bancorp. The directors and officers have no voting or investment power as to these shares. The number of shares to which the directors and officers would be entitled had their employment or service with U.S. Bancorp terminated as of February 8, 2010, is included in the table, as follows:

Name	Shares	Name	Shares	Name	Shares
Ms. Buyniski Gluckman	6,792	Mr. Johnson	5,799	Dr. Owens	62,817
Mr. Collins	2,073	Ms. Kirtley	3,847	Mr. Reiten	26,100
Mr. Davis	64,039	Mr. O Maley	10,572	Mr. Stokes	28,517

- (3) Some of our directors and officers have been awarded restricted stock units. Restricted stock units held by our officers are distributable in an equivalent number of shares of our common stock upon vesting. Vested restricted stock units held by our directors are not distributable until the holder ceases to serve on the Board unless the holder's service is terminated for cause. The number of restricted stock units that are currently vested, or that vest within 60 days of February 8, 2010, is included in the table, as follows:

Name	Shares	Name	Shares	Name	Shares
Mr. Baker	32,277	Mr. Davis	21,572	Mr. O Maley	37,810
Mr. Belton	11,352	Mr. Hartnack	13,358	Dr. Owens	31,101
Ms. Buyniski Gluckman	37,647	Mr. Johnson	34,979	Mr. Reiten	31,101
Mr. Cecere	12,943	Ms. Joseph	14,193	Mr. Schnuck	43,939
Mr. Chenevich	18,785	Ms. Kirtley	33,932	Mr. Stokes	34,581
Mr. Collins	34,581	Mr. Levin	34,581		

- (4) Includes 14,175 shares of restricted stock subject to future vesting conditions; 341 shares held by Mr. Cecere's wife, as to which Mr. Cecere has no voting or investment power; and 8,566 shares held in the U.S. Bancorp 401(k) Savings Plan.
- (5) Includes 3,469 shares held in the U.S. Bancorp 401(k) Savings Plan.
- (6) Includes 27,384 shares of restricted stock subject to future vesting conditions; 51,409 shares held in a trust of which Mr. Davis's wife is trustee and as to which Mr. Davis has no voting or investment power; 179,972 shares held in a trust of which Mr. Davis is trustee; and 12,682 shares held in the U.S. Bancorp 401(k) Savings Plan.
- (7) Includes 11,598 shares of restricted stock subject to future vesting conditions and 1,610 shares held in the U.S. Bancorp 401(k) Savings Plan.
- (8) Includes 10,470 shares of restricted stock subject to future vesting conditions and 6,630 shares held in the U.S. Bancorp 401(k) Savings Plan.
- (9) Includes 23,795 shares held in an IRA account.
- (10) Includes 57,873 shares held in three trusts of which Mr. O Maley's wife is trustee.
- (11) Includes 9,756 shares held in a trust of which Mr. Schnuck is trustee.

- (12) Includes 17,122 shares held in a trust of which Mr. Stokes is trustee.
- (13) Includes 118,393 shares held in the U.S. Bancorp 401(k) Savings Plan for the accounts of certain executive officers; 131,121 shares of restricted stock subject to future vesting conditions; 558,554 restricted stock units that are distributable in an equivalent number of shares of our common stock; 220,530 shares payable to certain directors and executive officers pursuant to our deferred compensation plan; and 15,230,436 shares subject to options exercisable within 60 days after February 8, 2010.
- (14) Based on a Schedule 13G filed with the SEC on January 29, 2010, by BlackRock, Inc. (BlackRock), on behalf of itself and its subsidiaries, BlackRock and the following subsidiaries of BlackRock hold

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certain shares of our common stock: (i) BlackRock Asset Management Japan Limited, (ii) BlackRock Advisors (UK) Limited, (iii) BlackRock Institutional Trust Company, N.A., (iv) BlackRock Fund Advisors, (v) BlackRock Asset Management Canada Limited, (vi) BlackRock Asset Management Australia Limited, (vii) BlackRock Advisors, LLC, (viii) BlackRock Financial Management, Inc., (ix) BlackRock Investment Management, LLC, (x) BlackRock Investment Management (Australia) Limited, (xi) BlackRock Investment Management (Dublin) Ltd, (xii) BlackRock (Netherlands) B.V., (xiii) BlackRock Fund Managers Ltd, (xiv) BlackRock International Ltd, (xv) BlackRock Investment Management UK Ltd, and (xvi) State Street Research & Management Co. The address for BlackRock is 40 East 52nd Street, New York, NY 10022.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), requires our executive officers and directors to file initial reports of ownership and reports of changes in ownership of our securities with the SEC. Executive officers and directors are required to furnish us with copies of these reports. Based solely on a review of the Section 16(a) reports furnished to us with respect to 2009 and written representations from the executive officers and directors, we believe that all Section 16(a) filing requirements applicable to our executive officers and directors during 2009 were satisfied, except that Pamela A. Joseph was late in filing one Form 4 reporting a 2010 intra-plan transfer of a portion of her balance in our 401(k) savings plan into the U.S. Bancorp stock investment fund. In addition, Lee R. Mitau was late in filing three Forms 5 reporting five gifts of shares that he made to his spouse in 2006, 2007 and 2008 in connection with stock-for-stock option exercises, which exercises themselves were timely reported, and one Form 4 reporting an automatic reload grant of a stock option in 2006 (which option is no longer outstanding).

PROPOSAL 1 ELECTION OF DIRECTORS

Our Board of Directors currently has 13 members, and directors are elected annually to one-year terms. Each of our current directors has been nominated for election by the Board to serve another term or until their successors are elected and qualified. The current directors are the only nominees, and each of them has previously been elected by the shareholders. The Board has determined that, except for Richard K. Davis, each nominee for election as a director at the annual meeting is independent from U.S. Bancorp as discussed below under Corporate Governance Director Independence.

Director Selection and Qualifications

Director Nominee Selection Process. The selection process for director candidates includes the following steps: (1) identification of director candidates by the Governance Committee based upon suggestions from current directors and executives and recommendations received from shareholders; (2) possible engagement of a director search firm to provide names and biographies of director candidates for the Governance Committee's consideration; (3) interviews of candidates by the chair of the Governance Committee and two other Governance Committee members; (4) reports to the Board by the Governance Committee on the selection process; (5) recommendations by the Governance Committee; and (6) formal nomination by the Board for inclusion in the slate of directors at the annual meeting. Director candidates recommended by shareholders are given the same consideration as candidates suggested by directors and executive officers. A shareholder seeking to recommend a prospective candidate for the Governance Committee's consideration should submit the candidate's name and sufficient written information about the candidate to permit a determination by the Governance Committee whether the candidate meets the director selection criteria set forth in our Corporate Governance Guidelines. Recommendations should be sent to the Chair of the Governance Committee in care of the Corporate Secretary of U.S. Bancorp at the address listed on page 6 of this proxy statement.

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Director Qualification Standards. We will only consider as candidates for director individuals who possess the highest personal and professional ethics, integrity and values, and who are committed to representing the long-term interests of our shareholders. In evaluating candidates for nomination as a director of U.S. Bancorp, the Governance Committee will also consider other criteria, including current or recent experience as a chief executive officer (CEO) of a public company or as a leader of another major complex organization; business and financial expertise; geography; experience as a director of a public company; gender and ethnic diversity on the Board; independence; and general criteria such as independent thought, practical wisdom and mature judgment. In addition, directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serving on the Board for an extended period of time. One or more of our directors must possess the education or experience required to qualify as an audit committee financial expert.

Our Nominees for Director. Each of our director nominees meets the qualification standards described above and in our Corporate Governance Guidelines. In nominating current and new directors, our Governance Committee considers, among other things, the balance of business experience represented on the Board. Many of our directors have had experience as a CEO of a large, publicly held or private corporation. This background provides experience in general management of large organizations, and oversight of finance, marketing, sales and administrative functions. It also provides experience in risk assessment, corporate governance matters and interaction with boards of directors. Many of our directors have current or recent experience as a director of another large publicly held or private company, which also provides valuable experience in addressing complex governance and business issues relevant to our company. Our Governance Committee also considers racial, gender and geographical diversity in our director candidates, and discusses these matters in the course of considering the mix of attributes and qualifications of each candidate. As a financial institution with operations in all 50 states, and a retail footprint of 24 states, we believe it is useful to have directors with backgrounds and experience in our significant geographic markets, and we have indicated the primary geographic location of each director in his or her biographical information below. Our Governance Committee also finds it important to maintain a balance of tenure on the Board. Long-serving directors bring valuable business and governance experience with our company and familiarity with the challenges it has faced over the years, while newer directors bring fresh perspective and new ideas.

Each of the nominees has agreed to serve as a director if elected. Proxies may not be voted for more than 13 directors. If, for any reason, any nominee becomes unable to serve before the election, the persons named as proxies will vote your shares for a substitute nominee selected by the Board of Directors. Alternatively, the Board of Directors, at its option, may reduce the number of directors that are nominated for election. In addition, as described below under Corporate Governance Majority Vote Standard for Election of Directors, each of the nominees has tendered his or her resignation as a director in accordance with our corporate governance guidelines to be effective if he or she fails to receive the required vote for election to the Board and the Board accepts the tendered resignation.

The Board of Directors recommends a vote FOR election of the 13 nominated directors. Proxies will be voted FOR the election of the 13 nominees unless otherwise specified. The nominees for election as directors have provided the following information about themselves. Board service dates listed include service as directors of predecessor companies to U.S. Bancorp.

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Director Nominees

DOUGLAS M. BAKER, JR.: Age 51, director since January 2008. Mr. Baker is the Chairman, President and Chief Executive Officer of Ecolab Inc., a provider of cleaning, sanitizing, food safety and infection control products and services. He has served as Chairman of the Board since May 2006 and Chief Executive Officer since July 2004. He joined Ecolab in 1989 and held various leadership positions within the company before being named President and Chief Operating Officer in August 2002. Mr. Baker provides the valuable perspective gained from leading a company through the current economic and corporate governance environment as the CEO of Ecolab, an S&P 500 industrial company with global operations. (Minneapolis, Minnesota)

Y. MARC BELTON: Age 50, director since March 2009. Mr. Belton is Executive Vice President, Worldwide Health, Brand and New Business Development of General Mills, Inc., an S&P 500 manufacturer and marketer of consumer food products. He has held this position since 2005. He joined General Mills in 1983 and has held various leadership positions within the company before being named Senior Vice President of Yoplait USA, General Mills Canada Corporation and New Business Development in 2002. As a current executive officer with overall responsibility for the global marketing function of General Mills, Mr. Belton brings to our Board of Directors expertise in the retail industry, an important area for a major consumer bank such as U.S. Bank. Mr. Belton is a member of the Executive Leadership Council in Washington D.C., the nation's premier leadership organization comprised of the most senior African-American corporate executives in Fortune 500 companies, where he participates in current discussions of leadership, management and business issues across many industries. Mr. Belton brings to our Board many years of outstanding work in the field of brand management and business development. Mr. Belton also served as a director of Navistar International Corporation from 1999 to 2009, where he served on its Compensation, Finance and Audit Committees. (Minneapolis, Minnesota)

VICTORIA BUYNISKI GLUCKMAN: Age 58, director since 1990. Ms. Buyniski Gluckman is retired Chairman and Chief Executive Officer of United Medical Resources, Inc., a third-party administrator of employer healthcare benefits. She served as Chief Executive Officer since founding United Medical Resources in 1983 until April 2008 and as Chairman from 1983 until the acquisition of United Medical Resources by UnitedHealth Group in December 2005. Commencing with that transaction and until April 2008, Ms. Buyniski Gluckman assumed the additional duties of Chief Executive Officer of Midwest Security Administrators, another third-party administrator of employer healthcare benefits that is also a subsidiary of UnitedHealth Group. Ms. Buyniski Gluckman brings an entrepreneurial perspective to our Board, having founded her own successful company based on a concept she developed while working in the public healthcare field. Her company grew on the basis of excellent customer service, which is also a cornerstone of U.S. Bancorp's brand and strategy. Ms. Buyniski Gluckman has also served as a director of Ohio National Financial Services, Inc. since 1993, where she has served on its Audit and Investment Committees. Her directorship at Ohio National gives her additional experience in the business and management of a large, complex financial services company. (Cincinnati, Ohio)

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ARTHUR D. COLLINS, JR.: Age 62, director since 1996. Mr. Collins is retired Chairman and Chief Executive Officer of Medtronic, Inc., a leading medical device and technology company, and, like U.S. Bancorp, an S&P 100 company. Mr. Collins served as Chairman of Medtronic from 2002 until August 2008 and Chief Executive Officer from 2002 until August 2007. Mr. Collins also served as Chief Operating Officer of Medtronic from 1994 to 1996 and President and Chief Operating Officer from 1996 to 2002. Since April 2009, Mr. Collins has acted as a senior advisor for Oak Hill Partners, which manages a private equity portfolio of over \$8 billion of private equity capital, and over \$20 billion of investment capital. This experience gives him a broad perspective on a variety of business and financial issues that are useful in his service on our Board. Mr. Collins has also served as a director of Cargill, Incorporated since 2000, where he has served as its Human Resources Committee Chair and on its Governance, Audit and Executive Committees, and of The Boeing Company, an S&P 100 company, since 2007, where he has served as its Finance Committee Chair and on its Audit Committee. Cargill has a number of significant business segments in the financial services sector, and his experience on that Board provides an opportunity to gain perspective in an industry directly applicable to U.S. Bancorp's business. (Chicago, Illinois)

RICHARD K. DAVIS: Age 52, director since 2006. Mr. Davis is Chairman, President and Chief Executive Officer of U.S. Bancorp. He has served as Chairman since December 2007, as President since October 2004 and as Chief Executive Officer since December 2006. He also served as Chief Operating Officer of U.S. Bancorp from October 2004 until December 2006. From the time of the merger of Firststar Corporation and U.S. Bancorp in February 2001 until October 2004, Mr. Davis served as Vice Chairman of U.S. Bancorp. Following the merger, Mr. Davis was responsible for Consumer Banking, including Retail Payment Solutions (card services), and he assumed additional responsibility for Commercial Banking in 2003. Mr. Davis has held management positions with our company since joining Star Banc Corporation, one of our predecessors, in 1993 as Executive Vice President. As Chairman, President and Chief Executive Officer of U.S. Bancorp, Mr. Davis brings to all Board discussions and deliberations deep knowledge of the company and its business and is the voice of management on the Board. Mr. Davis also brings unique industry knowledge to the Board gained as Chairman of the Financial Services Roundtable and as representative for the Ninth District of the Federal Reserve serving on its Financial Advisory Committee. Mr. Davis has also served as a director of Xcel Energy Inc, an S&P 500 company, since 2006, where he has served as its Finance Committee Chair and on its Nuclear, Environmental and Safety Committee. (Minneapolis, Minnesota)

JOEL W. JOHNSON: Age 66, director since 1999. Mr. Johnson is the retired Chairman and Chief Executive Officer of Hormel Foods Corporation, a meat and food processing company, and he is Vice Chairman of the Hormel Foundation. Mr. Johnson served as Chairman of Hormel from 1995 through October 2006 and Chief Executive Officer from 1993 through December 2005. He served as President from 1992 until May 2004. He joined Hormel in 1991 as Executive Vice President, Sales and Marketing. Mr. Johnson provides valuable perspective as the former Chairman and CEO of a multinational S&P 500 consumer products company. Mr. Johnson has also served as a director of two other S&P 500 companies, Ecolab Corporation since 1996, where he has served as its Audit Committee Chair and on its Governance Committee, and Meredith Corporation since 1994, where he has served as its Finance Committee Chair and on its Nominating/Governance Committee. (Scottsdale, Arizona)

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OLIVIA F. KIRTLEY: Age 59, director since 2006. Ms. Kirtley, a certified public accountant, is a business consultant on strategic and corporate governance issues. She has served in this capacity during the past five years. Ms. Kirtley brings extensive experience, expertise and insight to our Board in the areas of audit and corporate governance. In addition to her expertise in audit and tax issues developed in part as a senior manager at Ernst & Whinney (predecessor to Ernst & Young LLP), Ms. Kirtley also brings corporate management experience from her tenure at Vermont American Corporation, including the positions of Treasurer, Vice President and Chief Financial Officer at that company. Her excellence in her field has been recognized in her past service as Chair of the American Institute of Certified Public Accountants, Chair of the AICPA Board of Examiners, and as a current U.S. member of the Board of the International Federation of Accountants (IFAC), which establishes international auditing, ethics, and education standards for the global accounting profession. In addition, she brings to our Board and Governance Committee a deep understanding of a wide range of current governance issues gained by her work as a corporate governance consultant and a faculty member of The Conference Board Directors Institute. Ms. Kirtley is also focused on current governance and business issues as a director of Papa Johns International, Inc. since 2003, where she has served as its Audit Committee Chair and on its Compensation Committee, and ResCare, Inc. since 1998, where she has served as its Audit Committee Chair. Ms. Kirtley also served as a director of Alderwoods Group, Inc. from 2002 until its merger with Service Corporation International in 2006, where she served as its Audit Committee Chair, and as a director of Lancer Corporation from 1999 until it was acquired by Hoshizaki Electric Co., Ltd. In 2006, where she served as its Audit Committee Chair and on its Compensation Committee. (Louisville, Kentucky)

JERRY W. LEVIN: Age 65, director since 1995. Mr. Levin is Chairman and Chief Executive Officer of Wilton Brands Inc., a creative consumer products company, and has served in that position since October 2009. Mr. Levin has also served as Chairman and Chief Executive Officer of JW Levin Partners LLC, a management and investment firm, since founding the firm in February 2005. He served as Vice Chairman of Clinton Group, a private diversified asset management company, from December 2007 until October 2008. Mr. Levin served as Chairman of Sharper Image Corporation, a specialty retailer, from September 2006 until April 2008 and as interim Chief Executive Officer from September 2006 until April 2007. From 1998 until January 2005, Mr. Levin served as the Chairman and Chief Executive Officer of American Household, Inc. (formerly Sunbeam Corporation), a leading consumer products company. Mr. Levin has served as the CEO of six well-known companies, including those above, in the branded consumer products sector, and possesses significant expertise in corporate strategy and governance through his successful career as a turnaround, restructuring, and mergers and acquisitions expert. Retail branding and marketing expertise is important to U.S. Bancorp's businesses, and it is useful to have an expert in those fields providing insights and oversight as a Board member. Mr. Levin has also served as a director of Ecolab Inc. since 1992, where he currently serves as Lead Director and where he has served as its Governance Committee Chair and its Compensation Committee Vice Chair, and of Saks Incorporated since 2007, where he has served on its Audit and Finance Committees. Mr. Levin also served as a director of Wendy's International from 2006 to 2008, where he served on its Compensation and Governance Committees. (New York, New York)

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DAVID B. O MALEY: Age 63, director since 1995. Mr. O Maley is Chairman, President and Chief Executive Officer of Ohio National Mutual Holdings, Inc. and its subsidiary Ohio National Financial Services, Inc., an intermediate insurance holding company that markets insurance and financial products through its affiliates, including The Ohio National Life Insurance Company. Mr. O Maley has held these positions since 1994 and has been with Ohio National since 1992. As the current Chairman, President and Chief Executive Officer of a large financial services company, Mr. O Maley provides significant financial industry expertise to our Board discussions, and is familiar with the current regulatory and business environment. Mr. O Maley has gained additional experience in the financial services arena as a director of The Midland Company, a publicly held casualty insurance company, from 1998 to 2008, where he served as its Compensation Committee Chair and on its Governance Committee. (Cincinnati, Ohio)

O DELL M. OWENS, M.D., M.P.H.: Age 62, director since 1991. Dr. Owens has been providing services as an independent consultant in medicine, business, education and work site employee benefits since 2001. He has been Coroner of Hamilton County, Ohio since November 2004. Dr. Owens has also served as the President and Chairman of the Board for Project GRAD (Graduation Really Achieves Dreams), a national non-profit organization formed to improve inner-city education, since 2001. From 2002 to 2003, Dr. Owens served as President, Chief Executive Officer and a member of the Board of Trustees of RISE Learning Solutions, a national non-profit organization that uses technology to provide training for adults who care for children. From 1999 to 2002, Dr. Owens served as Senior Medical Director of United Healthcare Insurance Company of Ohio, a provider of healthcare coverage and related services. An internationally known physician and an entrepreneur with accomplished administrative skills in medicine, education and business who has served the public on a variety of community boards, Dr. Owens brings a unique perspective to our Board by combining business expertise and leadership with a strong focus on community service and public policy. Dr. Owens has served as president and chairman of national non-profit organizations devoted to education and empowerment, and has focused his efforts on founding and supporting a number of community service organizations. Dr. Owens experience is especially valuable in his role as chair of our Board's Community Reinvestment and Public Policy Committee. (Cincinnati, Ohio)

RICHARD G. REITEN: Age 70, director since 1998. Mr. Reiten is the retired Chairman and Chief Executive Officer of Northwest Natural Gas Company, a natural gas utility company. Mr. Reiten served as Chairman from 2000 until February 2005 and from December 2006 until May 2008, and served as Chief Executive Officer from 1997 to 2003. Mr. Reiten continued to serve as a director of Northwest Natural Gas in the interim period between retiring as Chairman in February 2005 and being re-elected as Chairman in December 2006. Mr. Reiten also served as President of Portland General Electric Company, the largest electric utility in Oregon, from 1988 to 1995. Mr. Reiten's leadership experience with large, complex companies in a heavily regulated industry is particularly relevant to the business of U.S. Bancorp. He has developed additional broad experience in economic and business issues as a director and Chairman of the Oregon Economic Development Commission, in one of U.S. Bancorp's primary legacy markets. Mr. Reiten has additional experience in the financial services industry through his service as a director, and Chair of the Investment Committee, at American Electric Gas Insurance Services (AEGIS), an energy industry mutual insurance company, since 1997. Mr. Reiten also served as a director of Building Materials Holding Corporation from 2001 to 2009, where he

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served as its Finance Committee Chair and on its Compensation Committee. Mr. Reiten has also served as a director of IdaCorp, Inc. since 2004, where he has served on the Compensation Committee, and of National Fuel Gas Company since 2004, where he has served on the Nominating/Corporate Governance and Compensation Committees. (Portland, Oregon)

CRAIG D. SCHNUCK: Age 61, director since 2002. Mr. Schnuck is the former Chairman and Chief Executive Officer of Schnuck Markets, Inc., a supermarket chain. He was elected President of Schnuck Markets in 1984 and served as Chief Executive Officer from 1989 until January 2006. He served as Chairman from 1991 until December 2006. Mr. Schnuck is still active in the Schnuck Markets business and serves as Chair of its Executive Committee. As the Chair of the Executive Committee of a large, regional food retailer, Mr. Schnuck continues to be involved in the strategic and business concerns of that company, in addition to his substantial leadership experience as its longtime Chairman and CEO. Mr. Schnuck served for nine years on the board of governors of the Uniform Code Council, the agency that oversees his industry's most fundamental technologies, serving as chairman for two terms, giving him additional insight into technological innovation in retail business, which is an important focus in various U.S. Bancorp business lines. Mr. Schnuck served as a bank director for various of U.S. Bank's predecessor banks from 1979 to 1991, and of predecessor bank holding companies from 1991 to 2001. Mr. Schnuck's service from 1990 to 2002 as a director of General American Life Insurance Company, an independent insurance company that became a subsidiary of MetLife, Inc., gave him additional experience in the financial services industry. (St. Louis, Missouri)

PATRICK T. STOKES: Age 67, director since 1992. Mr. Stokes is the former Chairman and former Chief Executive Officer of Anheuser-Busch Companies, Inc., a marketer and producer of beer, operator of family entertainment parks and manufacturer of packaging materials which is now a part of Anheuser-Busch In-Bev N.V./S.A. He served as Chairman of Anheuser-Busch Companies, Inc. from December 2006 to November 2008. He served as President and Chief Executive Officer from 2002 until December 2006 and has been affiliated with Anheuser-Busch since 1969. As the former Chairman and Chief Executive Officer of a large, multinational consumer products company, Mr. Stokes' experience in the retail industry, as well as the customer service and customer experience critical to that company's theme parks, brings valuable insight to our Board. Mr. Stokes also has valuable management experience in another highly regulated industry through his service as a director of Ameren Corporation, an S&P 500 electric and natural gas utility company, since 2004, where he has served as Human Resources Committee Chair and on its Nominating Committee. (St. Louis, Missouri)

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CORPORATE GOVERNANCE

Our Board of Directors and management are dedicated to exemplary corporate governance. Good corporate governance is vital to our continued success. Our Board of Directors has adopted the U.S. Bancorp Corporate Governance Guidelines to provide a corporate governance framework for our directors and management to effectively pursue our objectives for the benefit of our shareholders. The Board reviews and updates these guidelines and the charters of the Board committees at least annually in response to evolving best practices and the results of annual Board and committee evaluations. Our Corporate Governance Guidelines, as well as our Code of Ethics and Business Conduct, can be found at www.usbank.com by clicking on About U.S. Bancorp and then Corporate Governance.

Director Independence

Our Board of Directors has determined that each of our directors other than Richard K. Davis has no material relationship with U.S. Bancorp and is independent. Mr. Davis is not independent because he is an executive officer of U.S. Bancorp.

Each of our Audit, Governance and Compensation and Human Resources Committees is composed only of independent directors. Our procedures for assessing director independence are described in detail below and under the heading Certain Relationships and Related Transactions Review of Related Person Transactions in this proxy statement.

Our Board has adopted certain standards to assist it in assessing the independence of each of our directors. Absent other material relationships with U.S. Bancorp, a director of U.S. Bancorp who otherwise meets the independence qualifications of the NYSE listing standards may be deemed independent by the Board of Directors after consideration of all of the relationships between U.S. Bancorp, or any of our subsidiaries, and the director, or any of his or her immediate family members (as defined in the NYSE listing standards), or any entity with which the director or any of his or her immediate family members is affiliated by reason of being a partner, officer or a significant shareholder thereof. However, ordinary banking relationships (such as depository, lending, transfer agency, registrar, trust and custodial, private banking, investment management, securities brokerage, cash management and other services readily available from other financial institutions) are not considered by the Board in determining a director's independence, as the Board considers these relationships to be categorically immaterial. A banking relationship is considered ordinary if:

the relationship is on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons;

with respect to an extension of credit, it has been made in compliance with applicable law, including Regulation O of the Board of Governors of the Federal Reserve and Section 13(k) of the Exchange Act;

no event of default has occurred and is continuing beyond any cure period; and

the relationship has no other extraordinary characteristics.

In assessing the independence of our directors, our Governance Committee and full Board carefully considered all of the business relationships between U.S. Bancorp and our directors or their affiliated companies, other than ordinary banking relationships. This review was based primarily on responses of the directors to questions in a questionnaire regarding employment, business, familial, compensation and other relationships with U.S. Bancorp and our management. Where relationships other than ordinary banking relationships existed, the Board determined that, except in the case of Mr. Davis, none of the relationships between U.S. Bancorp and the directors or the directors' affiliated companies impair the directors' independence because the amounts involved are immaterial to the directors or to those companies when compared to their annual income or gross revenues. The Board also determined that, for all of the relationships between U.S. Bancorp and our directors or the directors' affiliated companies, none of the relationships had unique characteristics that could influence the director's impartial judgment as a director of U.S. Bancorp.

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The business relationships between U.S. Bancorp and our directors or the directors' affiliated companies that were considered by the Board were:

U.S. Bank National Association, U.S. Bancorp's principal banking subsidiary, purchases certain products and services from Ecolab Inc., of which Douglas M. Baker is Chairman, President and Chief Executive Officer;

the son of Victoria Buyniski Gluckman is a non-executive employee of U.S. Bank;

U.S. Bancorp subsidiaries distribute fixed and variable rate annuities and other life insurance products through a selling agreement with affiliates of Ohio National Financial Services, Inc., of which David B. O'Maley is Chairman, President and Chief Executive Officer, and U.S. Bancorp also purchases certain insurance products from affiliates of Ohio National Financial Services; and

the son of O'Dell M. Owens, M.D., M.P.H., is a non-executive employee of U.S. Bank.

The Board also considered the relationship between U.S. Bancorp and Craig D. Schnuck that is described later in this proxy statement under the heading "Certain Relationships and Related Transactions - Transactions with Entities Affiliated with Directors."

Board Meetings and Committees

The Board of Directors conducts its business through meetings of the Board and the following standing committees: Audit; Governance; Compensation and Human Resources; Risk Management; Community Reinvestment and Public Policy; and Executive. The standing committees regularly report on their deliberations and actions to the full Board. Each of the standing committees has the authority to engage outside experts, advisors and counsel to the extent it considers appropriate to assist the committee in its work. Each of the standing committees has adopted and operates under a written charter. These charters can be found on our website at www.usbank.com by clicking on "About U.S. Bancorp" and then "Corporate Governance."

The Board of Directors held nine meetings during fiscal year 2009. Each director attended at least 75% of the total meetings of the Board and Board committees on which the director served during the fiscal year.

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The following table shows the membership of each Board committee.

Committee Membership

Name	Audit	Governance	Compensation and Human Resources	Risk Management	Community Reinvestment and Public Policy	Executive
Douglas M. Baker, Jr.	ü			ü		
Y. Marc Belton	ü				ü	
Victoria Buyniski Gluckman			ü		ü	
Arthur D. Collins, Jr.		chair	ü			ü
Richard K. Davis				ü		chair
Joel W. Johnson	ü			ü		
Olivia F. Kirtley	chair	ü				ü
Jerry W. Levin		ü	chair			ü
David B. O. Maley		ü		ü		
O dell M. Owens, M.D., M.P.H.	ü				chair	ü
Richard G. Reiten	ü		ü			
Craig D. Schnuck				ü	ü	
Patrick T. Stokes			ü	chair		ü

Audit Committee

The Audit Committee is responsible for assisting the Board of Directors in its oversight of the quality and integrity of our financial statements, including matters related to risks associated with financial reporting and audit and accounting issues, as well as internal controls, our compliance with legal and regulatory requirements, the qualifications and independence of our independent auditor, the integrity of the financial reporting processes, both internal and external, and the performance of our internal audit function and independent auditor. The Audit Committee has sole authority to retain and terminate the independent auditor and is directly responsible for the compensation and oversight of the work of the independent auditor. All of the Audit Committee members meet the independence and experience requirements of the NYSE and the SEC. The Audit Committee charter generally prohibits Audit Committee members from serving on more than two other public company audit committees. Our Board of Directors has identified Olivia F. Kirtley, our Audit Committee chair, as an audit committee financial expert under the rules of the SEC. The Audit Committee held eight meetings in 2009. During four of the meetings, the Audit Committee met in private session with our independent auditor and during four of the meetings met alone in executive session without members of management present.

Governance Committee

The Governance Committee is responsible for discharging the Board's responsibilities relating to corporate governance matters, including developing and recommending to the Board a set of corporate governance principles, overseeing succession planning for our CEO, and identifying and recommending to the Board individuals qualified to become directors. The Governance Committee also manages the performance review process for our current directors, oversees the evaluation of management, and makes recommendations to the Board regarding any shareholder proposals. All of the Governance Committee members meet the independence requirements of the NYSE. The Governance Committee held nine meetings in 2009. During each of the five regularly scheduled meetings and one of the four special meetings, the Governance Committee held an executive session without members of management present.

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Compensation and Human Resources Committee

The Compensation and Human Resources Committee is responsible for discharging the Board's responsibilities relating to the compensation of our executive officers and non-employee directors and approving our compensation plans, practices and programs. The Compensation and Human Resources Committee also evaluates the CEO's performance and the succession plans for executive officers other than our CEO. All of the Compensation and Human Resources Committee members meet the independence requirements of the NYSE. The Compensation and Human Resources Committee held seven meetings in 2009. During each of the six regularly scheduled meetings, the Compensation and Human Resources Committee held an executive session without members of management present.

Risk Management Committee

The Risk Management Committee is responsible for providing oversight of our overall enterprise risk management function including our policies, procedures and practices relating to the management of credit risk; financial, liquidity and market risk; and operational risk. The Risk Management Committee also approves and makes recommendations to the Board of Directors regarding the issuance or repurchase of debt and equity securities, reviews and evaluates potential mergers and acquisitions, and reviews other actions regarding our capital stock, including our dividend policy. The Risk Management Committee held nine meetings in 2009. During each of the six regularly scheduled meetings, the Risk Management Committee held an executive session without members of management present.

Community Reinvestment and Public Policy Committee

The Community Reinvestment and Public Policy Committee is responsible for reviewing and considering our position and practices on matters of public interest and public responsibility and similar issues involving our relationship with the community at large. This includes reviewing our activities, performance and compliance with the Community Reinvestment Act and fair lending regulations, and reviewing our policies and procedures with respect to sustainability and corporate political contributions and related activity. The Community Reinvestment and Public Policy Committee held five meetings in 2009. During each of the meetings, the Community Reinvestment and Public Policy Committee held an executive session without members of management present.

Executive Committee

The Executive Committee has authority to exercise all powers of the Board of Directors between regularly scheduled Board meetings. The Executive Committee held two meetings in 2009.

Risk Oversight by the Board of Directors

Enterprise-wide Risk Management. As part of its overall responsibility to oversee the management, business and strategy of our company, one of the primary responsibilities of our Board of Directors is to oversee the amounts and types of risk taken by management in executing the corporate strategy, and to monitor the risk experience of the company against the policies and procedures set to control those risks. The Board's risk oversight function is carried out through its committees, and the primary risks faced by the company that are most likely to affect its financial stability and results of operations are overseen by the Risk Management, Audit and Compensation and Human Resources Committees.

As described in the preceding discussion of committee responsibilities, the Risk Management Committee is primarily responsible for oversight of the company's operational risks, such as credit risk, financial, liquidity and market risk, and overall enterprise risk, and the Audit Committee's focus is on financial statement and accounting risk and internal controls. The Compensation and Human Resources Committee oversees the

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company's compensation policies and arrangements to ensure that they encourage appropriate levels of risk-taking by management with respect to the company's strategic goals, and to determine whether any of them give rise to risks that are reasonably likely to have a material adverse effect on the company.

These committees carry out their responsibilities by requesting information reports from management with respect to all risk areas that are relevant and important at the time. The committees must therefore be confident that an appropriate risk monitoring structure is in place at the management level, in order to be provided accurate and useful information reports. U.S. Bancorp's management-level risk oversight structure is robust. An executive-level Risk Committee consisting of our CEO, chief financial officer (CFO), chief risk officer, chief credit officer and general counsel meets monthly, and at times weekly, to monitor the primary risks facing the company and to formulate appropriate responses. Most recently, the executive vice president of human resources has joined the beginning of each meeting to report on the Federal Reserve examination process for executive compensation and the risk measurement aspects of that evaluation, which is described further below. These officers manage large, sophisticated groups within the company that are dedicated to controlling and monitoring risk to the levels deemed appropriate by the Board of Directors and executive management. These individuals, together with the company's controller, treasurer and others, also provide the Board's committees with the information the committees need and request in order to carry out their oversight responsibilities.

The Governance Committee reviews carefully the responsibilities of each committee to ensure that all significant risk categories are addressed by at least one committee. In order to provide each committee with a view of the types of risks managed by the others, and to increase each committee's ability to undertake its risk management role in the context of the risk management functions of the other committees, the Governance Committee has ensured that there is some overlapping membership on each of these committees. In addition, beginning in 2010, the Risk Management and Audit Committees will meet annually in joint session to give each committee the opportunity to review the risk areas primarily overseen by the other. Finally, at each meeting of the full Board of Directors, each committee gives a detailed review of the matters it discussed and conclusions it reached during its recent meetings.

Risk Inherent in Compensation Policies and Practices. One area of risk that has received increased attention in the past several years is the risk inherent in compensation policies and practices. This risk is overseen by the Compensation and Human Resources Committee. The Compensation and Human Resources Committee formalized its process for overseeing the risk inherent in compensation arrangements during 2008, when, as required by our participation in the Capital Purchase Program of the government's Troubled Asset Relief Program (TARP), the committee undertook a formal review of our executive compensation program to assess whether any aspect of the program would encourage any of our senior executive officers to take any unnecessary or inappropriate risks that could threaten our company's value. In 2008 the Compensation and Human Resources Committee met with our CFO, chief credit officer and chief risk officer to develop a deeper understanding of the material risks our company faces.

During 2009, our company was subject to a review of incentive compensation policies and practices undertaken by the Federal Reserve Board, and in response to that review undertook a thorough analysis of every incentive compensation plan in the company, the individuals covered by each plan, and the risks inherent in each plan's design and implementation. As part of this review, our management team identified the risks inherent in these programs and, where appropriate, modified plans and procedures to mitigate certain potential risks. Management then reviewed its process with the Compensation and Human Resources Committee and discussed the areas where compensation-related risks were being addressed by plan modifications, or were mitigated by internal controls or otherwise.

Board Leadership Structure

Our Board has carefully considered the critical issue of Board leadership. In the context of risk management, the leadership of each of the committees that is primarily responsible for risk management is vested

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in an independent committee chair. With regard to the leadership of the meetings of the full Board, our Board of Directors has adopted a flexible policy regarding the issue of whether the positions of chairman and CEO should be separate or combined. This policy allows the Board to evaluate regularly whether the company is best served at any particular time by having the CEO or another director hold the position of chairman. If the position of chairman is not held by an independent director, an independent lead director is elected with powers virtually identical to those of an independent chairman.

At this time, the Board believes there are a number of important advantages to combining the positions of chairman and CEO. The CEO is the director most familiar with our business and industry and is best situated to lead discussions on important matters affecting the business of U.S. Bancorp. Combining the CEO and chairman positions creates a firm link between management and the Board and promotes the development and implementation of corporate strategy. An independent chairman, on the other hand, can have the effect of diffusing authority within the company and diminishing the stature of the CEO among employees and peers. Only one of our peers currently has an independent chairman, and only 16% of the S&P 500 companies have one.

When the Board elected the CEO to the position of chairman in 2007, it also reaffirmed the strong role of the lead director, whose specific duties are to:

lead executive sessions of the Board's independent or non-management directors, and preside at any session of the Board where the chairman is not present;

act as a regular communication channel between our independent directors and the CEO;

set the Board's agenda jointly with the CEO;

approve Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;

oversee the scope, quantity and timing of the flow of information from management to the Board;

be the representative of the independent directors in discussions with our major shareholders regarding their concerns and expectations;

call special Board meetings or special meetings of the independent directors, as needed;

approve the retention of consultants who report directly to the Board;

assist the Board and company officers in assuring compliance with and implementation of the U.S. Bancorp Corporate Governance Guidelines;

advise the independent Board committee chairmen in fulfilling their designated roles and responsibilities to the Board;

review shareholder communications addressed to the full Board or to the lead director; and

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interview, along with the chair of the Governance Committee, all Board candidates and make recommendations to the Governance Committee and the Board.

The powers and duties of chairman and lead director differ only in that the chairman presides over the normal business portion of the meetings of the Board. Since the lead director may call for an executive session of independent directors at any time, and has joint control over the agenda and the information provided to directors for Board meetings, the Board does not believe that the fact that he does not preside over the normal Board meeting business sessions limits the ability of the Board to have open exchanges of views, and to address any issues the Board chooses, independently of the chairman. In addition, much of the work of the Board is conducted through its committees, none of which, other than the Executive Committee, is chaired by the chairman of the Board.

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The role of lead director is rotated annually among the chairs of each committee other than the Executive Committee. The chair of the Compensation and Human Resources Committee, Mr. Levin, is currently acting as the lead director.

Majority Vote Standard for Election of Directors

Our Amended and Restated Bylaws provide that in uncontested elections a nominee for director will be elected to the Board if the number of votes cast FOR the nominee's election exceeds the number of votes cast AGAINST that nominee's election. The vote standard for directors in a contested election is a plurality of the votes cast at the meeting.

Our Corporate Governance Guidelines provide that director nominees must submit a contingent resignation in writing to the Governance Committee, which becomes effective if the director fails to receive a sufficient number of votes for re-election at the annual meeting of shareholders and the Board accepts the resignation. The Board will nominate for election or re-election as director only candidates who have tendered such a contingent resignation.

The Corporate Governance Guidelines further provide that if an incumbent director fails to receive the required vote for re-election, our Governance Committee will act within 90 days after certification of the shareholder vote to determine whether to accept the director's resignation, and will submit a recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding his or her resignation. The Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

If each member of the Governance Committee fails to receive the required vote in favor of his or her election in the same election, then those independent directors who did receive the required vote will appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them. However, if the only directors who received the required vote in the same election constitute three or fewer directors, all directors may participate in the decision regarding whether to accept the resignations.

Each director nominee named in this proxy statement has tendered an irrevocable resignation as a director in accordance with our Corporate Governance Guidelines, which resignation will become effective if he or she fails to receive the required vote for election at the annual meeting and the Board accepts his or her resignation.

Executive Sessions of the Board

Our non-employee directors meet in executive session at each regular meeting of the Board without our CEO or any other member of management present, and the independent directors meet alone on an annual basis. The current lead director, Mr. Levin, presides at all of these sessions. The role of lead director is rotated annually among the chairs of each committee other than the Executive Committee.

Director Policies

Policy Regarding Service on Other Boards. Our Board of Directors has established a policy that restricts our directors from serving on the boards of directors of more than three public companies in addition to their service on our Board of Directors unless the Board determines that such service will not impair their service on the U.S. Bancorp Board. Currently, no directors exceed this restriction.

Policy Regarding Attendance at Annual Meetings. We encourage, but do not require, our Board members to attend the annual meeting of shareholders. Last year all of our directors attended the annual shareholders' meeting.

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Retirement Policy. Our Board of Directors has established a guideline that an independent director retire at the first annual meeting of shareholders held after his or her 72nd birthday.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS***Related Persons Transactions***

Lending Transactions. During 2009, U.S. Bancorp and our banking and investment subsidiaries engaged in transactions in the ordinary course of business with some of our directors, officers and the persons we know that beneficially owned 5% of our common stock on December 31, 2009, and the entities with which they are associated. All loans and loan commitments and other banking services in connection with these transactions were made in the ordinary course of business, on substantially the same terms, including current interest rates and collateral, as those prevailing at the time for comparable transactions with others not related to our banking and investment subsidiaries and did not involve more than the normal risk of collectibility or present other unfavorable features.

Transactions with Entities Affiliated with Directors. In addition, during 2009, U.S. Bank National Association, U.S. Bancorp's principal banking subsidiary, operated 34 branches and 70 ATMs in grocery stores owned by Schnuck Markets, Inc., of which Craig D. Schnuck, one of our directors, beneficially owns approximately 13% of the outstanding capital stock. Mr. Schnuck's sister, Nancy A. Diemer, and his four brothers, Scott C. Schnuck, Todd R. Schnuck, Mark J. Schnuck and Terry E. Schnuck, also each beneficially own approximately 13% of the outstanding capital stock of Schnuck Markets. In addition, each of Mr. Schnuck's brothers is a director of, and holds the following officer positions with, Schnuck Markets: Scott C. Schnuck, Chairman and Chief Executive Officer; Todd R. Schnuck, President; Mark J. Schnuck, Vice President; and Terry E. Schnuck, Assistant Secretary. Rent and fee payments by U.S. Bank to Schnuck Markets were approximately \$1.76 million in fiscal year 2009. The consolidated gross revenues of Schnuck Markets in 2009 were approximately \$2.5 billion. These transactions were conducted at arms length in the ordinary course of business of each party to the transaction. As discussed above under the heading Director Independence, the Board of Directors has determined that this relationship is immaterial to Mr. Schnuck, and that Mr. Schnuck is an independent director.

Transactions with 5% Shareholder. BlackRock has reported that it, together with certain of its subsidiaries, is the beneficial owner of more than 5% of our common stock, as indicated above under the heading Security Ownership of Certain Beneficial Owners and Management. BlackRock's beneficial ownership of 5% of our common stock arose in part from its purchase in late 2009 of one of our former large shareholders, Barclay's Global Investors, NA, and certain of its affiliates. From time to time, customers of our Wealth Management & Securities Services business line invest in certain mutual funds that are affiliated with BlackRock. In connection with these investments, we perform certain customary shareholder servicing on behalf of the administrators of these funds, that may include, among other things, printing and mailing prospectuses to our customers, aggregating customer buy and sell orders, engaging in recordkeeping and other similar services. We receive a servicing fee from the relevant fund administrators for these services. In fiscal 2009, these shareholder servicing fees were approximately \$1.1 million in the aggregate. Additionally, in 2009 our broker-dealer subsidiary engaged in the purchase and sale of approximately \$190 million of fixed income securities with various entities affiliated with BlackRock. These fixed income securities included U.S. Bancorp bonds that were underwritten by that broker-dealer subsidiary. Our commissions on these transactions were approximately \$180,000 in the aggregate. Finally, BlackRock Financial Management, Inc., another affiliate of BlackRock, provided us certain advisory services in early 2009 in connection with the evaluation of the economic hedging program related to our mortgage servicing rights and was paid approximately \$660,000 for those services in fiscal 2009. All of these business relationships and transactions with BlackRock and its affiliates were conducted at arms length in the ordinary course of business of each party to the relationship or transaction.

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Review of Related Person Transactions

U.S. Bancorp has written procedures for reviewing transactions between U.S. Bancorp and its directors and executive officers, their immediate family members and entities with which they have a position or relationship. These procedures are intended to determine whether any such related person transaction impairs the independence of a director or presents a conflict of interest on the part of a director or executive officer.

We annually require each of our directors and executive officers to complete a directors' and officers' questionnaire that elicits information about related person transactions. Our Governance Committee and Board of Directors annually review all transactions and relationships disclosed in the directors' and officers' questionnaires, and the Board makes a formal determination regarding each director's independence under our Corporate Governance Guidelines.

In addition to the annual review, written notices are sent to the directors prior to each quarterly Board meeting reminding each director to discuss any proposed transaction involving the director and U.S. Bancorp with our general counsel's office prior to engaging in any such transaction. Members of our legal department are also instructed to inform our general counsel's office of any transaction between a director and U.S. Bancorp that comes to their attention.

Upon receiving any notice of a related person transaction involving a director, our general counsel will discuss the transaction with the chair of our Governance Committee. If the transaction has not yet occurred and any likelihood exists that the transaction could impair the director's independence or would present a conflict of interest for the director, our general counsel will discuss the transaction and its ramifications with the director before the transaction occurs.

If the transaction has already occurred, our general counsel and the chair of our Governance Committee will review whether the transaction could affect the director's independence and determine whether a special Board meeting should be called to consider this issue. If a special Board meeting is called and the director is determined to no longer be independent, such director, if he or she serves on any of the Audit, Governance or Compensation and Human Resources committees, will be removed from such committee prior to (or otherwise will not participate in) any future meeting of the committee. If the transaction presents a conflict of interest, the Board will determine the appropriate response.

Upon receiving notice of any transaction between U.S. Bancorp and an executive officer that may present a conflict of interest, our general counsel will discuss the transaction with our CEO (or, if the transaction involves the