

MOFFETT DAVID M
Form 4/A
April 22, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By
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| 1. Name and Address of Reporting Person* Moffett, David M. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol U.S. Bancorp (USB) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman, Chief Financial Officer | | | |
|---|--------------------------------------|--|---|---|---|------------|---|---|--|-----------------------------------|
| U.S. Bancorp 800 Nicollet Mall | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | 4. Statement for Month/Day/Year 1/31/03 | | | |
| (Street) Minneapolis, MN 55402 | | | 5. If Amendment, Date of Original (Month/Day/Year) 1/31/03 | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-------------|---|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion | | | | |

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| | | | | | | | Date | | Number of Shares | | | or Indirect (I) (Instr.) |
|--|-----------|---------|--|---|----------|-----|----------|--------------|------------------|---------|-----------|--------------------------|
| Deferred Compensation Plan Participation | 1-for-1 | 1/31/03 | | A | 5,907.19 | (1) | (1) | Common Stock | 92,462.19 | \$21.16 | 92,462.19 | D |
| Deferred Compensation Plan Participation | 1-for-1 | (2) | | I | 5,907.19 | (1) | (1) | Common Stock | 86,555 | (2) | 86,555 | D |
| Employee Stock Option (Right to Buy) | \$21.64 | | | | | | 12/17/12 | Common Stock | 234,000 | | 234,000 | D |
| Employee Stock Option (Right to Buy) | \$19.23 | | | | | | 12/18/11 | Common Stock | 260,000 | | 260,000 | D |
| Employee Stock Option (Right to Buy) | \$21.6875 | | | | | | 12/12/10 | Common Stock | 350,000 | | 350,000 | D |
| Employee Stock Option (Right to Buy) | \$21.375 | | | | | | 12/14/09 | Common Stock | 195,000 | | 195,000 | D |
| Employee Stock Option (Right to Buy) | \$28.8958 | | | | | | 1/12/09 | Common Stock | 345,000 | | 345,000 | D |
| Employee Stock Option (Right to Buy) | \$23.7917 | | | | | | 11/20/08 | Common Stock | 270,000 | | 270,000 | D |
| Employee Stock Option (Right to Buy) | \$18.9167 | | | | | | 12/09/07 | Common Stock | 5,289 | | 5,289 | D |
| Employee Stock Option (Right to Buy) | \$18.9167 | | | | | | 12/07/07 | Common Stock | 219,711 | | 219,711 | D |
| Employee Stock Option (Right to Buy) | \$10.11 | | | | | | 12/10/06 | Common Stock | 9,882 | | 9,882 | D |
| Employee Stock Option (Right to Buy) | \$10.11 | | | | | | 12/09/06 | Common Stock | 215,118 | | 215,118 | D |
| Employee Stock Option (Right to Buy) | \$6.7633 | | | | | | 12/12/05 | Common Stock | 14,778 | | 14,778 | D |
| Employee Stock Option (Right to Buy) | \$6.7633 | | | | | | 12/09/05 | Common Stock | 40,222 | | 40,222 | D |

Explanation of Responses:

(1) Deferred Compensation Plan Participation is payable in common stock following termination of the reporting person's employment with U.S. Bancorp or age 55, whichever is later.

(2) The reporting person made an irrevocable election on January 23, 2003 to transfer 100% of his Deferred Compensation Plan Participation (other than amounts representing stock option gain deferrals) into an alternate investment within the U.S. Bancorp Deferred Compensation Plan. Under the terms of the U.S. Bancorp Deferred Compensation Plan, these shares will be transferred on April 1, 2003 at the closing price on March 31, 2003.

By: /s/ **Lee R. Mitau**
For David M. Moffett
 **Signature of Reporting Person

4/22/03
 Date

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**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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