

DOYLE MICHAEL J
Form 4
February 04, 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
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1. Name and Address of Reporting Person* Doyle, Michael J. (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) Other (specify below) Executive Vice President, Assistant Chief Credit 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)			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		

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 Transactions(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price									
Common Stock, \$0.01 par value	2/03/03		P		1,500	A	\$21.12			1,500		I	IRA			
Common Stock, \$0.01 par value	2/03/03		P		500	A	\$21.11			500		I	Spouse's IRA			
Common Stock, \$0.01 par value										15,202.58 ⁽¹⁾		D				
Common Stock, \$0.01 par value										678.49 ⁽²⁾		I	401(k) Plan			

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: Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title
Deferred Compensation Plan Participation	1-for-1	1/31/03		A		1,890.30		(3)	(3)	Common Stock	2,833.62	\$21.16	2,833.62 ⁽⁴⁾	D
Employee Stock Option (Right to Buy)	\$21.64								12/17/12	Common Stock	33,000		33,000	D
Employee Stock Option (Right to Buy)	\$23.85								6/18/12	Common Stock	100,000		100,000	D
Employee Stock Option (Right to Buy)	\$19.23								12/18/11	Common Stock	55,000		55,000	D
Employee Stock Option (Right to Buy)	\$21.6875								12/12/10	Common Stock	50,000		50,000	D
Employee Stock Option (Right to Buy)	\$21.375								12/14/09	Common Stock	25,000		25,000	D
Employee Stock Option (Right to Buy)	\$23.7917								11/20/08	Common Stock	21,000		21,000	D
Employee Stock Option (Right to Buy)	\$18.9167								12/07/07	Common Stock	7,000		7,000	D

Explanation of Responses:

(1) Includes shares acquired in January pursuant to the U.S. Bancorp Dividend Reinvestment Plan in transactions exempt under Rule 16a-11.

(2) Based on a plan report dated 12/31/02, the most recent plan report available.

(3) 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.

(4) Includes additional amounts acquired in January pursuant to a dividend reinvestment feature of the U.S. Bancorp Deferred Compensation Plan.

By: /s/ **Lee R. Mitau**
For Michael J. Doyle

2/03/03
Date

**Signature of Reporting Person

**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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POWER OF ATTORNEY

This statement confirms that I have authorized and designated Lee R. Mitau, Laura F. Bednarski and Tracy J. Knewtson, and each of them, as my attorney-in-fact to execute and file on my behalf all Forms 3, 4 and 5 (including any amendments) that I may be required to file with the Securities and Exchange Commission as a result of my ownership of or transactions in securities of U.S. Bancorp. Their authority under Statement shall continue until I am no longer required to file Forms 4 and 5 with regard to my ownership of or transactions in securities of U.S. Bancorp, unless I revoke it earlier writing. I acknowledge that they are not assuming any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated: 8-30-02

/s/Michael J. Doyle
Signature

Michael J. Doyle
Printed Name