

US BANCORP \DE\  
Form 8-A12B  
January 23, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-A**

**For Registration of Certain Classes of Securities**

**Pursuant to Section 12(b) or (g) of the**  
**Securities Exchange Act of 1934**

**U.S. Bancorp**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

800 Nicollet Mall Minneapolis, Minnesota

**41-0255900**  
(I.R.S. Employer

Identification No.)

55402

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(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| <b>Title of each class to be so registered</b>   | <b>Name of each exchange on which</b>                            |
|--|--|
| Depository Shares each representing 1/1,000 <sup>th</sup> interest in a share  | <b>each class is to be registered</b><br>New York Stock Exchange |
| of Series F Non-Cumulative Perpetual Preferred Stock   |  |
| If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. <input checked="" type="checkbox"/> |  |
| If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. <input type="checkbox"/>            |  |
| Securities Act registration statement file number to which this Form relates: 333-173636   |  |
| Securities to be registered pursuant to Section 12(g) of the Act: None.  |  |

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Securities to Be Registered.**

The description of the Depositary Shares being registered hereby, including the Series F Non-Cumulative Perpetual Preferred Stock which is represented by the Depositary Shares, is set forth in the Prospectus included in the Registration Statement on Form S-3 (No. 333-173636) of U.S. Bancorp (the Company), as filed with the Commission on April 21, 2011, and the final Prospectus Supplement dated January 18, 2012, as filed with the Commission on January 19, 2012, pursuant to Rule 424(b)(2) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Certificate of Designations of U.S. Bancorp with respect to Series F Non-Cumulative Perpetual Preferred Stock dated January 19, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of U.S. Bancorp filed January 23, 2012).
- 4.2 Deposit Agreement dated January 23, 2012 between U.S. Bancorp, U.S. Bank National Association and the holders from time to time of the Depositary Receipts described therein (incorporated by reference to Exhibit 4.3 of the Current Report on Form 8-K of U.S. Bancorp filed January 23, 2012).
- 4.3 Form of Depositary Receipt (included as part of Exhibit 4.2).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

U.S. BANCORP

Date: January 23, 2012

By: /s/ Lee R. Mitau  
Lee R. Mitau

Executive Vice President, General Counsel and Corporate  
Secretary

**INDEX TO EXHIBITS**

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