

MITAU LEE R
Form 4
December 19, 2002

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

OMB APPROVAL

FORM 4

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

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1. Name and Address of Reporting Person* Mitau, Lee R.			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) Executive Vice President, General Counsel & Secretary		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 12/17/02		
U.S. Bancorp 800 Nicollet Mall								
(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		
(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 Transactions(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			
Common Stock, \$0.01 par value	12/17/02		A		15,000	A	\$21.64	161,522	D	
Common Stock, \$0.01 par value								4,390.88 ⁽¹⁾	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	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Owners
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Year		(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	\$21.64	12/17/02		A		133,000		⁽²⁾	12/17/12	Common Stock	133,000	133,000	D	
Employee Stock Option (Right to Buy)	\$19.23								12/18/11	Common Stock	140,000	140,000	D	
Employee Stock Option (Right to Buy)	\$23.34								2/27/11	Common Stock	125,000	125,000	D	
Employee Stock Option (Right to Buy)	\$28.90								10/02/05	Common Stock	954	954	D	
Employee Stock Option (Right to Buy)	\$28.90								10/02/05	Common Stock	2,215	2,215	D	
Employee Stock Option (Right to Buy)	\$28.90								12/19/06	Common Stock	16,723	16,723	D	
Employee Stock Option (Right to Buy)	\$28.95								12/19/06	Common Stock	66,213	66,213	D	
Employee Stock Option (Right to Buy)	\$29.30								12/19/06	Common Stock	51,413	51,413	D	
Employee Stock Option (Right to Buy)	\$29.30								10/02/05	Common Stock	17,782	17,782	D	
Employee Stock Option	\$29.35								4/20/09	Common Stock	379,500	379,500	D	

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(Right to Buy)														
Employee Stock Option (Right to Buy)	\$35.18							12/19/06	Common Stock	38,523		38,523	D	
Employee Stock Option (Right to Buy)	\$27.27							12/19/06	Common Stock	3,795		3,795	D	
Employee Stock Option (Right to Buy)	\$27.27							10/02/05	Common Stock	21,673		21,673	D	
Employee Stock Option (Right to Buy)	\$21.34							10/02/05	Common Stock	4,245		4,245	D	

Explanation of Responses:

- (1) Based on a plan report dated 11/30/02, the most recent plan report available.
- (2) The option vests 100% on December 17, 2009, or 25% on December 17th of each of 2003, 2004, 2005 and 2006 if certain performance criteria are met in those years.

By: /s/ Lee R. Mitau

12/19/02

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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