

US BANCORP \DE\
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

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U.S. BANCORP

(Name of Registrant as Specified In Its Charter)

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800 Nicollet Mall
Minneapolis, Minnesota 55402
(651) 466-3000

March 8, 2007

Dear Shareholders:

You are cordially invited to join us for our 2007 annual meeting of shareholders, which will be held on Tuesday, April 17, 2007, at 11:00 a.m., Eastern Time, in the Presidential Ballroom at The Westin Cincinnati, 21 East Fifth Street, Cincinnati, Ohio. For your convenience, a map showing the location of The Westin Cincinnati is provided on the back of the accompanying proxy statement. Holders of record of our common stock as of February 26, 2007, are entitled to notice of and to vote at the 2007 annual meeting.

The Notice of Annual Meeting of Shareholders and the proxy statement that follow describe the business to be conducted at the meeting. We also will report at the meeting on matters of current interest to our shareholders.

The proxy statement contains two shareholder proposals which your Board of Directors believes are not in the best interests of our shareholders. Your Board urges you to vote against these proposals.

We hope you will be able to attend the meeting. However, even if you plan to attend in person, please vote your shares promptly to ensure that they are represented at the meeting. You may submit your proxy vote by telephone or internet as described in the following materials or by completing and signing the enclosed proxy card and returning it in the envelope provided. If you decide to attend the meeting and wish to change your proxy vote, you may do so automatically by voting in person at the meeting.

If your shares are held in the name of a broker, trust, bank or other nominee, you will need proof of ownership to be admitted to the meeting, as described under "How can I attend the meeting?" on page 4 of the proxy statement.

We look forward to seeing you at the annual meeting.

Sincerely,

Richard K. Davis
President and Chief Executive Officer

800 Nicollet Mall
Minneapolis, Minnesota 55402
(651) 466-3000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date and Time: Tuesday, April 17, 2007, at 11:00 a.m. Eastern Time
Place: The Westin Cincinnati
Presidential Ballroom
21 East Fifth Street
Cincinnati, Ohio 45202

Items of Business:

1. The election of five directors, each for a three-year term.
2. The ratification of the selection of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2007.
3. A proposal to approve the U.S. Bancorp 2007 Stock Incentive Plan.
4. A proposal to approve an amendment to our Restated Certificate of Incorporation to provide for the annual election of all directors.
5. A shareholder proposal urging our Board of Directors to establish a policy that our shareholders be given an opportunity to annually ratify the compensation paid to the executive officers named in our proxy statement.
6. A shareholder proposal urging our Board of Directors to establish a policy limiting the benefits provided under our supplemental executive retirement plan.
7. 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 26, 2007.

Voting by Proxy: If you cannot attend the annual meeting in person, you may vote your shares by telephone or internet by no later than 11:59 p.m. Eastern Time on April 16, 2007 (as directed on the enclosed proxy card), or by completing, signing and promptly returning the enclosed proxy card by mail. We encourage you to vote by telephone or internet in order to reduce our mailing and handling expenses. If you choose to submit your proxy by mail, we have enclosed an envelope addressed to our transfer agent, Mellon Investor Services, for which no postage is required if mailed in the United States.

By Order of the Board of Directors

Lee R. Mitau
Secretary

March 8, 2007

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**PROXY STATEMENT
2007 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 17, 2007**

The Board of Directors of U.S. Bancorp is soliciting proxies for use at the annual meeting of shareholders to be held on April 17, 2007, and at any adjournment of the meeting. This proxy statement and the enclosed proxy card are first being mailed or given to shareholders on or about March 8, 2007.

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. These include the election of directors, ratification of the selection of our independent auditor, approval of the U.S. Bancorp 2007 Stock Incentive Plan, approval of an amendment to our Restated Certificate of Incorporation, and consideration of two shareholder proposals. 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, as time permits.

Who is entitled to vote at the meeting?

The Board has set February 26, 2007, as the record date for the annual meeting. If you were a shareholder of record at the close of business on February 26, 2007, you are entitled to vote at the meeting.

As of the record date, 1,748,002,508 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 1,748,002,508 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 are present and vote in person at the meeting; or
- you have properly submitted a proxy card by mail, telephone or internet.

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 enclosed proxy card.

The telephone and internet voting procedures have been set up for your convenience. We encourage you to save corporate expense by submitting your vote by telephone or internet. The procedures have been designed 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 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 card for you to use in directing the broker or nominee how to vote your shares, and telephone and internet voting is also encouraged for shareholders who hold their shares in street name.

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 method described above.

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, your completed proxy card or telephone or internet proxy vote will serve as voting instructions to the plan trustee. However, 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?

If you receive more than one proxy card, 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 you receive.

Can I vote my shares in person at the meeting?

If you are a shareholder of record, you may vote your shares in person at the meeting 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 proxy 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?

Approval of an amendment to our Restated Certificate of Incorporation to provide for the annual election of all directors requires the affirmative vote of a majority of the outstanding shares of our common stock entitled to vote at the meeting. The affirmative vote of a majority of the voting power of our common stock

present and entitled to vote at the meeting is required for the election of each director and for the approval of each other proposal.

How are votes counted?

You may either vote **FOR** or **WITHHOLD** authority to vote for each nominee for the Board of Directors. You may vote **FOR**, **AGAINST** or **ABSTAIN** on the other proposals.

If you submit your proxy but abstain from voting or withhold authority to vote on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the vote on the particular matter with respect to which you abstained from voting or withheld authority to vote.

If you abstain from voting on a proposal, your abstention has the same effect as a vote against that proposal. If you withhold authority to vote for one or more of the directors, this has the same effect as a vote against those directors.

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 New York Stock Exchange. Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum, but will not be considered entitled to vote on the proposal in question. Your broker or other nominee has discretionary authority to vote your shares on the election of directors, the ratification of Ernst & Young LLP as our independent auditor and management's proposal to approve an amendment to our Restated Certificate of Incorporation to provide for the annual election of all directors, even if your broker or other nominee does not receive voting instructions from you. Your broker or other nominee may not vote on management's proposal to approve the U.S. Bancorp 2007 Stock Incentive Plan or on any of the shareholder proposals without instructions from you.

Who will count the vote?

Representatives of Mellon Investor Services, our transfer agent, will tabulate votes and act as independent inspectors of election.

How does the Board recommend that I vote?

You will vote on the following management proposals:

- Election of five directors: Victoria Buyniski Gluckman, Arthur D. Collins, Jr., Olivia F. Kirtley, Jerry W. Levin and Richard G. Reiten;
- Ratification of the selection of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2007;
- Approval of the U.S. Bancorp 2007 Stock Incentive Plan; and
- Approval of an amendment to our Restated Certificate of Incorporation to provide for the annual election of all directors.

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, 2007, **FOR** the approval of the U.S. Bancorp 2007 Stock Incentive Plan, and **FOR** the approval of an amendment to our Restated Certificate of Incorporation.

You will also vote on the following shareholder proposals:

- A shareholder proposal urging our Board of Directors to establish a policy that our shareholders be given an opportunity to annually ratify the compensation paid to the executive officers named in our proxy statement; and
- A shareholder proposal urging our Board of Directors to establish a policy limiting the benefits provided under our supplemental executive retirement plan.

The Board of Directors recommends that you vote **AGAINST** the shareholder proposals.

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, 2007;
- **FOR** the approval of the U.S. Bancorp 2007 Stock Incentive Plan;
- **FOR** the approval of an amendment to our Restated Certificate of Incorporation to provide for the annual election of all directors;
- **AGAINST** the shareholder proposal urging our Board of Directors to establish a policy that our shareholders be given an opportunity to annually ratify the compensation paid to the executive officers named in our proxy statement; and
- **AGAINST** the shareholder proposal urging our Board of Directors to establish a policy limiting the benefits provided under our supplemental executive retirement plan.

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 submitting a later-dated proxy by telephone, internet or mail, or by voting in person 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 contact Mellon Investor Services at 1-888-778-1311.

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 April 13, 2007. If you hold your shares in street name, contact your broker 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?

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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

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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 marking the attendance box on the proxy card or responding affirmatively when prompted during telephone or internet voting.

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 or other nominees for forwarding proxy materials to street name holders. We have retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for the annual meeting for a fee of approximately \$25,000, 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 or personally. These individuals will receive no additional compensation for their services other than their regular salaries.

What are the deadlines for submitting shareholder proposals for the 2008 annual meeting?

In order for a shareholder proposal to be considered for inclusion in our proxy statement for the 2008 annual meeting, the written proposal must be received at our principal executive offices at 800 Nicollet Mall, Minneapolis, Minnesota 55402, Attention: Corporate Secretary, on or before November 9, 2007. The proposal must comply with Securities and Exchange Commission 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 or may present from the floor a proposal that is not included in the proxy statement if proper written notice is received by the Secretary of U.S. Bancorp at our principal executive offices in Minneapolis, Minnesota, at least 120 days in advance of the date the proxy statement for the prior year's annual meeting was released to shareholders. For the 2008 annual meeting, director nominations and shareholder proposals must be received on or before November 9, 2007. The nomination or proposal must contain the specific information required by our bylaws. You may request a copy of our bylaws by contacting our Corporate Secretary, U.S. Bancorp, 800 Nicollet Mall, Minneapolis, Minnesota 55402, telephone (651) 466-3000. Shareholder proposals that are received by us after November 9, 2007, may not be presented in any manner at the 2008 annual meeting.

Can I receive future proxy statements and annual reports electronically instead of receiving paper copies through the mail?

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 with the electronic format because it saves us the expense of printing and mailing the materials to you and helps preserve environmental resources. If you are a shareholder of record, you may request and consent to electronic delivery of future proxy statements and annual reports by accessing the website melloninvestor.com/isd and accessing your account. If you do not see a prompt regarding consent to electronic delivery of materials, click on Consent Update under the Account Management option and follow the instructions. If your shares are held in street name, please contact your broker or other nominee and ask about the availability of electronic delivery.

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

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

The Office of the Corporate Secretary
U.S. Bancorp
BC-MN-H210
800 Nicollet Mall
Minneapolis, MN 55402

Any such letters will be delivered to the independent presiding 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.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Our executive officers and directors are encouraged to own our common stock to further align their interests with our shareholders' interests. These share ownership guidelines are discussed below under the heading "Compensation Discussion and Analysis - Compensation Philosophy - Stock Ownership."

The following table shows how many shares of our common stock were beneficially owned as of February 5, 2007, by:

- each person who is known by us to beneficially own more than 5% of our voting securities,
- each current director,
- each director nominee,
- each of the executive officers named in the Summary Compensation Table in this proxy statement, and
- all of our directors and executive officers as a group.

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.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)	Percent of Common Stock Outstanding
Barclays Global Investors, NA.(3)	95,479,783	5.40 %
Victoria Buyniski Gluckman	199,385 (4)	*
Andrew Cecere	864,069 (5)	*
William L. Chenevich	664,839 (6)	*
Arthur D. Collins, Jr.	141,559 (4)	*
Peter H. Coors	158,836 (4)	*
Richard K. Davis	2,486,349 (7)	*
Jerry A. Grundhofer	8,062,790 (8)	*
Joel W. Johnson	134,658 (4)	*
Olivia F. Kirtley	2,078 (4)	*
Jerry W. Levin	172,508 (4)	*
Lee R. Mitau	569,400 (9)	*
David M. Moffett	2,568,146 (10)	*
David B. O' Maley	285,833 (4)	*
O' dell M. Owens, M.D., M.P.H.	130,556 (4)	*
Richard G. Reiten	103,117 (4)	*
Craig D. Schnuck	93,570 (4)(11)	*
Warren R. Staley	144,209 (4)	*
Patrick T. Stokes	115,980 (4)	*
All directors and executive officers as a group (26 persons)	18,836,433 (12)	1.06 %

* Indicates less than 1%.

(1) Includes the following shares subject to options exercisable within 60 days after February 5, 2007: Ms. Buyniski Gluckman, 117,537 shares; Mr. Cecere, 739,053 shares; Mr. Chenevich, 570,063 shares; Mr. Collins, 115,798 shares; Mr. Coors, 129,324 shares; Mr. Davis, 2,159,205 shares; Mr. Grundhofer, 5,325,390 shares; Mr. Johnson, 119,188 shares; Ms. Kirtley, 0 shares; Mr. Levin, 120,934 shares; Mr. Mitau, 425,009 shares; Mr. Moffett, 2,252,252 shares; Mr. O' Maley, 128,517 shares; Dr. Owens,

64,705 shares; Mr. Reiten, 63,967 shares; Mr. Schnuck, 66,235 shares; Mr. Staley, 129,513 shares; and Mr. Stokes, 72,072 shares.

(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 stock upon the director's or officer's retirement or other termination of employment or service with U.S. Bancorp. 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 5, 2007, is included in the table, as follows: Ms. Buyniski Gluckman, 5,983 shares; Mr. Davis, 56,405 shares; Mr. Grundhofer, 2,134,532 shares; Mr. Moffett, 193,087 shares; Mr. O'Maley, 5,513 shares; Dr. Owens, 55,329 shares; Mr. Reiten, 19,938 shares; and Mr. Stokes, 16,264 shares. The directors and officers have no voting or investment power as to these shares.

(3) This information is based on a Schedule 13G filed with the Securities and Exchange Commission on January 23, 2007, by Barclays Global Investors, NA. and a group of affiliated entities, which reported sole voting and dispositive power as of December 31, 2006, as follows: (i) Barclays Global Investors, N.A., sole voting power as to 58,957,376 shares and sole dispositive power as to 71,337,452 shares; (ii) Barclays Global Fund Advisors, sole voting and dispositive power as to 10,772,243 shares; (iii) Barclays Global Investors, Ltd., sole voting and dispositive power as to 9,554,709 shares; (iv) Barclays Global Investors Japan Trust and Banking Company Limited, sole voting and dispositive power as to 1,822,439 shares; and (v) Barclays Global Investors Japan Limited, sole voting and dispositive power as to 1,992,940 shares. The address for Barclays Global Investors, NA. is 45 Fremont Street, San Francisco, CA 94105.

(4) Except with respect to Ms. Kirtley, includes 10,522 restricted stock units that vest over four years and are distributable in an equivalent number of shares of our common stock if (i) the holder retires from our Board of Directors in accordance with our director retirement policy, (ii) the holder's Board service is terminated without cause, or (iii) the holder voluntarily leaves service on the Board after 10 years of service. Only vested units are distributable when the holder's Board service ends under other circumstances, except that all units are forfeited if the holder's Board service is terminated for cause. The holder has no voting or investment power over these units. For Ms. Kirtley, includes 2,078 restricted stock units.

(5) Includes 34,000 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 6,510 shares held in the U.S. Bancorp 401(k) Savings Plan.

(6) Includes 46,000 shares of restricted stock subject to future vesting conditions and 1,885 shares held in the U.S. Bancorp 401(k) Savings Plan.

(7) Includes 27,000 shares of restricted stock subject to future vesting conditions; 45,528 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; 168,075 shares held in a trust of which Mr. Davis is trustee; and 9,183 shares held in the U.S. Bancorp 401(k) Savings Plan.

(8) Includes 24,785 shares held in the U.S. Bancorp 401(k) Savings Plan; 282,082 shares held by a family trust, as to which Mr. Grundhofer has shared voting and investment power; 1,678 restricted stock units, the terms of which are consistent with the restricted stock units discussed in footnote (4) to this table, as to which he has no voting or investment power; and 279,323 restricted stock units that are distributable in an equivalent number of shares of our common stock at certain times in the future as discussed in footnote 3 to the Option Exercises and Stock Vested table in this proxy statement, as to which he has no voting or investment power.

(9) Includes 27,800 shares of restricted stock subject to future vesting conditions and 249 shares held in the U.S. Bancorp 401(k) Savings Plan.

(10) Includes 27,000 shares of restricted stock subject to future vesting conditions; 30,291 shares held by Mr. Moffett's wife, as to which he has no voting or investment power; and 806 shares held in the U.S. Bancorp 401(k) Savings Plan.

(11) Includes 9,756 shares held in a trust of which Mr. Schnuck is trustee.

(12) Includes 85,056 shares held in the U.S. Bancorp 401(k) Savings Plan for the accounts of certain executive officers and Mr. Grundhofer; 286,912 shares of restricted stock subject to future vesting conditions; 398,821 restricted stock units that are distributable in an equivalent number of shares of our common stock; 2,496,529 shares payable to certain directors and executive officers pursuant to our deferred compensation plan; and 14,144,190 shares subject to options exercisable within 60 days after February 5, 2007.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors to file initial reports of ownership and reports of changes in ownership of our securities with the Securities and Exchange Commission. 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 2006 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 2006 were satisfied, except that (1) Michael J. Doyle, our Executive Vice President and Chief Credit Officer, was late in filing a Form 4 reporting an acquisition of interests in common stock under our deferred compensation plan, (2) Joseph C. Hoesley, one of our Vice Chairmen, was late in filing an amended Form 3 reporting certain shareholdings that had been omitted from his Form 3, (3) Warren R. Staley was late in filing an amended Form 4 reporting certain stock options that had not been included in the original Form 4 reporting a director stock option grant and (4) Jerry W. Levin was late in filing a Form 4 reporting shares acquired upon the exercise of stock options.

PROPOSAL 1 ELECTION OF DIRECTORS

Our Board of Directors currently has 14 members and is divided into three classes of approximately equal size. The members of each class are elected to serve a three-year term with the term of office for each class ending in consecutive years. At this year's annual meeting, the terms of our Class III directors will expire. Victoria Buyniski Gluckman, Arthur D. Collins, Jr., Olivia F. Kirtley, Jerry W. Levin and Richard G. Reiten are the current Class III directors who have been nominated for re-election to the Board to serve until the 2010 annual meeting or until their successors are elected and qualified. Each of the nominees has agreed to serve as a director if elected. Proxies may not be voted for more than five 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 constituting Class III directors.

The election of each nominee requires the affirmative vote of a majority of the common stock present and entitled to vote at the annual meeting.

The Board of Directors recommends a vote FOR election of the five nominated directors. Proxies will be voted FOR the election of the five nominees unless otherwise specified.

The nominees for election as directors and the directors whose terms of office will continue after the meeting have provided the following information about themselves. Dates listed for the nominees and continuing directors include service as directors of predecessor companies to U.S. Bancorp.

CLASS III DIRECTORS NOMINEES FOR TERMS ENDING IN 2010

VICTORIA BUYNISKI GLUCKMAN: Age 55, director since 1990. Ms. Buyniski Gluckman is President and Chief Executive Officer of United Medical Resources, Inc., a third-party administrator of employer healthcare benefits that is a subsidiary of UnitedHealth Group Incorporated. She has held these positions since founding United Medical Resources in 1983. Ms. Buyniski Gluckman also served as Chairman of United Medical Resources until its December 2005 acquisition by UnitedHealth Group. Commencing with that transaction, 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 also serves as a director of Ohio National Financial Services, Inc.

ARTHUR D. COLLINS, JR.: Age 59, director since 1996. Mr. Collins is Chairman and Chief Executive Officer of Medtronic, Inc., a leading medical device and technology company. Mr. Collins joined Medtronic in 1992 and served as Chief Operating Officer from 1994 to 1996 and President and Chief Operating Officer from 1996 to 2002. He was elected Chief Executive Officer in 2001 and has served as Chairman since 2002. Mr. Collins also serves as a director of Cargill, Incorporated.

OLIVIA F. KIRTLEY: Age 56, 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. From 1991 to 2000, Ms. Kirtley held the positions of Vice President and Chief Financial Officer of Vermont American Corporation, an international manufacturer and marketer of power tool accessories. Ms. Kirtley served as Chairman of the American Institute of Certified Public Accountants from 1998 to 1999. Ms. Kirtley also serves as a director of Papa Johns International, Inc. and ResCare, Inc.

JERRY W. LEVIN: Age 62, director since 1995. Mr. Levin is Chairman and Chief Executive Officer of JW Levin Partners LLC, a management and investment firm. He has served in these capacities since JW Levin Partners was organized in February 2005. Since September 2006, Mr. Levin has served as Chairman and interim Chief Executive Officer of Sharper Image Corporation, a specialty retailer. 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 also serves as a director of Ecolab, Inc. and Wendy's International, Inc.

RICHARD G. REITEN: Age 67, director since 1998. Mr. Reiten is the Chairman and retired Chief Executive Officer of Northwest Natural Gas Company, a distributor of natural gas. Mr. Reiten joined Northwest Natural Gas in 1996 as President, a position he held until 2001, and Chief Operating Officer, a position he held until 1997. He served as Chief Executive Officer of Northwest Natural Gas from 1997 to 2002 and served as Chairman from 2000 until February 2005. He was re-elected as Chairman in December 2006. Mr. Reiten also serves as a director of Building Materials Holding Corporation, Idacorp, Inc. and National Fuel Gas Company.

CLASS I DIRECTORS TERMS ENDING IN 2008

JOEL W. JOHNSON: Age 63, 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. He joined Hormel in 1991 as Executive Vice President, Sales and Marketing, and was elected President in 1992. He served as President until May 2004 and as Chief Executive Officer from 1993 through December 2005. He served as Chairman of the Board from 1995 through October 2006. Mr. Johnson also serves as a director of Ecolab, Inc. and Meredith Corporation.

DAVID B. O MALEY: Age 60, director since 1995. Mr. O Maley is Chairman, President and Chief Executive Officer of Ohio National Financial Services, Inc., an intermediate insurance holding company that markets insurance and financial products through its affiliates, and of certain of its affiliated companies including its ultimate parent company, Ohio National Mutual Holdings, Inc. Mr. O Maley has held these positions since 1994 and has been with Ohio National since 1992. Mr. O Maley also serves as a director of The Midland Company, Inc.

O DELL M. OWENS, M.D., M.P.H.: Age 59, director since 1991. Dr. Owens has been providing services as an independent consultant in medicine, business, education and work-site employee benefits since 2001, and he was elected Coroner of Hamilton County, Ohio in 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.

CRAIG D. SCHNUCK: Age 58, 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 business and serves as Chairman of the Executive Committee of Schnuck Markets.

WARREN R. STALEY: Age 64, director since 1999. Mr. Staley is Chairman and Chief Executive Officer of Cargill, Incorporated, an international marketer, processor and distributor of agricultural, food, financial and industrial products. He joined Cargill in 1969 and was elected President and Chief Operating Officer in 1998. He was named Chief Executive Officer in 1999 and Chairman in 2000. Mr. Staley also serves as a director of Target Corporation.

CLASS II DIRECTORS TERMS ENDING IN 2009

PETER H. COORS: Age 60, director since 1996. Mr. Coors is Vice Chairman of Molson Coors Brewing Company and Chairman of Coors Brewing Company, a subsidiary of Molson Coors Brewing Company, a producer, marketer and seller of beer. He has been associated with Coors Brewing Company since 1970 and was named Chairman in 2000. He served as Vice Chairman and Chief Executive Officer of Coors Brewing Company and as Vice President of Adolph Coors Company from 1993 to 2000. Mr. Coors served as Chairman of Adolph Coors Company from 2000 until its February 2005 merger with Molson, Inc., which created Molson Coors Brewing Company.

RICHARD K. DAVIS: Age 49, director since 2006. Mr. Davis is President and Chief Executive Officer of U.S. Bancorp. He has served 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. From the time of 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. Previously, he had been Vice Chairman of Consumer Banking of Firststar Corporation from 1998 until 2001. Mr. Davis also serves as a director of Xcel Energy.

JERRY A. GRUNDHOFER: Age 62, director since 1993. Mr. Grundhofer is the Chairman of U.S. Bancorp. He has served as Chairman of U.S. Bancorp since December 2002. Mr. Grundhofer also served as President and Chief Executive Officer of U.S. Bancorp from the time of the merger of Firststar Corporation and U.S. Bancorp in February 2001 until October 2004 and December 2006, respectively. From 1993 until the merger, he served as Chairman, President and Chief Executive Officer of U.S. Bancorp predecessors Firststar Corporation and Star Banc Corporation. Mr. Grundhofer also serves as a director of Ecolab, Inc. and The Midland Company, Inc.

PATRICK T. STOKES: Age 64, director since 1992. Mr. Stokes is the Chairman of Anheuser-Busch Companies, Inc., the holding company parent of Anheuser-Busch, Incorporated, a producer and distributor of beer. He has served as Chairman of Anheuser-Busch Companies, Inc. since December 2006 and has been affiliated with Anheuser-Busch since 1969. He served as Senior Executive Vice President of Anheuser-Busch Companies, Inc. from 2000 to 2002 and as President and Chief Executive Officer from 2002 until December 2006. Mr. Stokes also serves as a director of Ameren Corporation.

CORPORATE GOVERNANCE

Our Board of Directors and management are dedicated to exemplary corporate governance. Good corporate governance is vital to the continued success of U.S. Bancorp and the entire financial services industry. Our Board of Directors has adopted the U.S. Bancorp Corporate Governance Guidelines to provide a framework for directors and management to effectively pursue U.S. Bancorp's objectives for the benefit of our shareholders. The Board annually reviews and updates these guidelines and the charters of the Board committees 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 usbank.com by clicking on About U.S. Bancorp and then Corporate Governance. Shareholders may request a free printed copy of our Corporate Governance Guidelines and our Code of Ethics and Business Conduct from our investor relations department by contacting them at investorrelations@usbank.com or by calling (866) 775-9668.

Director Independence

Our Board of Directors has determined that each of our directors other than Richard K. Davis, Jerry A. Grundhofer and Victoria Buyniski Gluckman has no material relationship with U.S. Bancorp and is independent. Each of our Audit, Governance and Compensation Committees is composed only of independent directors. Our procedures for assessing director independence are described in detail 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 New York Stock Exchange listing standards may be deemed independent by the Board of Directors after co