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US BANCORP \DE\  
Form 8-A12B  
May 01, 2001

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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 charter)

Delaware  
-----  
(State of incorporation or organization)

41-0255900  
-----  
(I.R.S. Employer Identification No.)

601 Second Avenue South,  
Minneapolis, Minnesota  
-----  
(Address of Principal Executive Offices)

55402  
-----  
(Zip Code)

USB Capital I  
-----  
(Exact name of registrant as  
Certificate of T

Delaware  
-----  
(State of incorporation or

41-1899114  
-----  
(I.R.S. Employer Identif

c/o U.S. Banco  
601 Second Avenue  
Minneapolis, Minn  
-----  
(Address of Principal Execo

55402  
-----  
(Zip Code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. [ ]

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. [ ]

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. [X]

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. [ ]

Securities Act registration statement file number to which this Form relates:  
333-83643 and 333-59756.

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

7.75% Trust Preferred Securities of USB Capital III (and the Guarantee of U.S. Bancorp with respect thereto).

Securities to be registered pursuant to Section 12(g) of the Act: None.

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED.

The descriptions set forth under the "Description of Capital Securities," "Description of Junior Subordinated Debt Securities," "Description of the Guarantee" and "Relationship among the Capital Securities, the Corresponding Junior Subordinated Debt Securities and the Guarantees" in the Prospectus included in the Registration Statements on Form S-3 (No. 333-83643) of U.S. Bancorp and USB Capital III filed on July 23, 1999, are incorporated herein by reference.

ITEM 2. EXHIBITS.

- 4.1 Junior Subordinated Indenture, between U.S. Bancorp and Wilmington Trust Company, as Debenture Trustee, dated November 15, 1996 (incorporated by reference to Exhibit 4.1 to the Registrants' Registration Statement on Form S-4, File No. 333-16991).
- 4.2 Certificate of Trust of USB Capital III (incorporated by reference to Exhibit 4.5 to the Registrants' Registration Statement on Form S-3, File No. 333-45211).
- 4.3 Form of Amended and Restated Trust Agreement between U.S. Bancorp, Wilmington Trust Company, as Property Trustee and Delaware Trustee, and the Administrative Trustees named therein (incorporated by reference to Exhibit 4.12 to the Registrants' Registration Statement on Form S-3, File No. 333-45211).
- 4.4 Form of Capital Security Certificate (included as part of Exhibit 4.3).
- 4.5 Form of Guarantee Agreement between U.S. Bancorp and Wilmington Trust Company, as Guarantee Trustee (incorporated by reference to Exhibit 4.17 to the Registrants' Registration Statement on Form S-3, File No. 333-45211).

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.

USB CAPITAL III

By: U.S. Bancorp, as Depositor

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Date: April 19, 2001

By: /s/ Laura F. Bednarski

-----  
Name: Laura F. Bednarski  
Title: Vice President, Senior Corporate  
Counsel and Assistant Secretary

U.S. BANCORP

Date: April 19, 2001

By: /s/ Laura F. Bednarski

-----  
Name: Laura F. Bednarski  
Title: Vice President, Senior Corporate  
Counsel and Assistant Secretary

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INDEX TO EXHIBITS

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