US BANCORP \DE\

Form 4 January 26, 2009

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 

Expires:

**OMB APPROVAL** 

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* BAKER DOUGLAS M JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

US BANCORP \DE\ [USB]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title Other (specify

ECOLAB, INC., 370 WABASHA

STREET NORTH

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

01/22/2009

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

ST. PAUL. MN 55102-1390

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Se

#### Edgar Filing: US BANCORP \DE\ - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	01 (I (I	Acquired ( r Dispose D) Instr. 3, 4 nd 5)	ed of					(Iı
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/22/2009		A	1	16,390		(2)	<u>(2)</u>	Common Stock	16,390	
Restricted Stock Units	<u>(1)</u>							(2)	(2)	Common Stock	6,615	

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
BAKER DOUGLAS M JR ECOLAB, INC. 370 WABASHA STREET NORTH ST. PAUL, MN 55102-1390	X						

## **Signatures**

Lee R. Mitau for Douglas M. 01/26/2009 Baker, Jr.

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- The restricted stock units were fully vested at the time of grant. Units are payable in common stock when the reporting person ceases to (2) serve on the Board of Directors and is not providing services to the Company as an independent contractor, except that all units are forfeited if the holder's service is terminated for cause.
- (3) Includes restricted stock units acquired after January 2008 pursuant to a dividend reinvestment feature of the reporting person's restricted stock unit award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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