

US BANCORP \DE\
Form 8-A12B
March 07, 2005

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.)

800 Nicollet Mall

Minneapolis, Minnesota

(Address of Principal Executive Offices)

55402

(Zip Code)

USB Capital VI

(Exact name of registrant as specified in its Certificate of Trust)

Delaware

(State of incorporation or organization)

41-2006190

(I.R.S. Employer Identification No.)

c/o U.S. Bancorp

800 Nicollet Mall

Minneapolis, Minnesota

(Address of Principal Executive Offices)

55402

(Zip Code)

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

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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: 333-65358

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

5.75% Trust Preferred Securities of USB Capital VI (and the Guarantee of U.S. Bancorp with respect thereto), listed on the New York Stock Exchange.

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 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 Statement on Form S-3 (No. 333-65358) of U.S. Bancorp, USB Capital IV, USB Capital V, USB Capital VI and USB Capital VII filed on July 18, 2001, are incorporated herein by reference. The final terms of the securities to be registered hereby are included in a prospectus supplement which was filed on March 4, 2005, by the Registrants pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and which is 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 VI (incorporated by reference to Exhibit 4.7 to the Registrants Registration Statement on Form S-3, File No. 333-45211).
- 4.3 Form of Certificate of Amendment to Certificate of Trust of USB Capital VI.
- 4.4 Form of Amended and Restated Trust Agreement (incorporated by reference to Exhibit 4.14 to the Registrants Registration Statement on Form S-3, File No. 333-65358).
- 4.5 Form of Capital Security Certificate (included as part of Exhibit 4.4).
- 4.6 Form of Guarantee Agreement (incorporated by reference to Exhibit 4.19 to the Registrants Registration Statement on Form S-3, File No. 333-65358).

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.

Date: March 7, 2005

USB CAPITAL VI

By: U.S. Bancorp, as Depositor

By: /s/ Laura F. Bednarski

Name: Laura F. Bednarski
Title: Vice President

U.S. BANCORP

Date: March 7, 2005

By: /s/ Laura F. Bednarski

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Name: Laura F. Bednarski
Title: Vice President

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INDEX TO EXHIBITS

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