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US BANCORP \DE\
Form 424B3
January 17, 2002

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File Number 333-72626

PROSPECTUS SUPPLEMENT NO. 2
(To Prospectus dated December 3, 2001)

\$1,483,179,000
US BANCORP [Registered Trademark]
Contingent Zero-Coupon Accreting Redeemable Securities (SM) (CZARS) (SM)
(Convertible Senior Notes) Due 2021
and
Common Stock Issuable upon
Conversion of the CZARS

This prospectus supplement supplements the prospectus dated December 3, 2001, as supplemented, of U.S. Bancorp relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of the selling securityholders' interests) of up to \$1,483,179,000 aggregate principal amount at maturity of CZARS and the shares of common stock issuable upon conversion of the CZARS. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

Investing in the CZARS or shares of common stock involves risks that are described in the "Risk Factors" section beginning on page 8 of the prospectus.

Neither the Securities and Exchange Commission, any state securities commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 17, 2002.

The table of selling securityholders contained in the prospectus is hereby amended to add the entities who are named below as selling securityholders and update other information regarding the selling securityholders:

Name	Aggregate Principal Amount at Maturity of CZARS That May be Sold	Percentage of CZARS Outstanding	Number of Shares of Common Stock That May be Sold(1)
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BNP Paribas	\$157,500,000	10.6%	3,802,522
Credit Suisse Asset Management	\$1,000,000	*	24,143
All other holders of CZARS or future transferees, pledgees, donees, assignees or successors of any holders(3) (4)	\$10,070,000	*	243,120