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US BANCORP \DE\ Form 424B2 May 22, 2002

[_] Zero Coupon Note

Rule 424(b)(2) Registration No. 333-65358

PRICING SUPPLEMENT TO PROSPECTUS DATED JULY 25, 2001, AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT DATED AUGUST 3, 2001, AND SUPPLEMENTAL TO THE OFFICERS' CERTIFICATE AND COMPANY ORDER, DATED AUGUST 3, 2001 NO. 3 DATED: 05-20-02

U.S. BANCORP

Medium-Term Notes, Series N (Senior)

Medium-Term Notes, Series O (Subordinated)

CUSIP: 91159H GC8	Issue Price (Dollar Amount and Percentage of Principal Am
	Amount: \$299,634,000.00/99.878%
Series:	Proceeds to the Company: \$299,634,000.00
<pre>[X] Series N (Senior) [_] Series O (Subordinated) Form of Note: [X] Book-Entry [_] Certificated</pre>	<pre>Interest Rate/Initial Interest Rate: 5.10%</pre>
	Interest Payment Dates: Semi-annually, 15th of each January and July, beginning January 15, 2003
	Regular Record Dates: 15 calendar days
	Interest Determination Dates:
Principal Amount: \$300,000,000.00	Interest Reset Dates:
Trade Date: 05-20-02	Index Source:
Original Issue Date: 05-28-02	Index Maturity:
Maturity Date: 07-15-07	Spread:
Base rate (and, if applicable, related Interest Periods):	Spread Multiplier: Maximum Interest Rate:
	Day Count: 30/360
<pre>[X] Fixed Rate Note [_] Commercial Paper Rate Note [_] Federal Funds Rate Note [_] LIBOR Note [_] EURIBOR Note</pre>	Minimum Interest Rate:
	For Original Issue Discount Notes:
[_] Prime Rate Note [] CD Rate Note	Original Issue Discount: %
[_] Treasury Rate Note [_] CMT Rate Note [_] Other Base Rate (as described below)	Yield to Maturity: %

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Agent's Commission:			
Or	riginal	l Issue Discount Notes:	
Redemption Terms:	[_]] Subject to special provisions set forth therein with respect to the principal amount thereof	
Other Terms:		payable upon any redemption or acceleration of the maturity thereof.	
Name of Agent and Delivery Instructions:			
	[_]	For Federal income tax purposes only.	
Credit Suisse First Boston DTC #355			
	Sign	Signature	
	/s/	MITCHELL BLESKE	
		(Authorized Signature)	
	/s/	KENNETH D. NELSON	

(Authorized Signature)