

Paras Madho  
Director  
Securities Operations



08042774

NYSE Group, Inc. | 20 Broad Street  
New York, New York 10005  
( 212.656.5026 | | 212.656.5893  
pmadho@nyse.com

*CERTIFIED*

Received SEC  
MAR 14 2008  
Washington, DC 20549

March 14, 2008

Ms. Velma T. Smith  
Branch Chief  
Securities and Exchange Commission  
Branch of Filer Support 2  
Room 2531  
100 F Street, NE  
Washington, DC 20549

Dear Ms. Smith:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, U.S. Bancorp, Depositary Shares (each representing 1/1,000<sup>th</sup> interest in a share of Series D Non-Cumulative Perpetual Preferred Stock) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on March 14, 2008. Tentative listing date – March 19, 2008.

Sincerely,

*Paras Madho*

PROCESSED

MAR 20 2008 *E*

THOMSON  
FINANCIAL

END