

SECURITIES AND EXCHANGE COMMISSION  
450 Fifth Street, N.W.  
Washington, D.C. 020549

FORM 15

Certification and Notice of Termination of Registration  
under Section 12(g) of the Securities Exchange Act of 1934  
or Suspension of Duty to File Reports Under Sections 13 and  
15(d) of the Securities Exchange Act of 1934

Commission File No. 1-6880

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First Bank System, Inc.

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(Exact name of registrant as specified in its charter)

First Bank Place  
601 Second Avenue South  
Minneapolis, Minnesota 55402-4302  
(612) 973-1111

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(Address, including zip code, and telephone  
number, including area code of registrant's  
principal executive offices)

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Preferred Share Purchase Rights

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(Title of each class of securities covered by this Form)

Common Stock and Warrants to Purchase Common Stock

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(Titles of all other classes of securities for which  
a duty to file reports under Section  
13(a) or 15(d) remains)

Please place and X in the box(es) to designate the appropriate rule  
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	/x/	Rule 12h-3(b)(1)(ii)	/ /
Rule 12g-4(a)(1)(ii)	/ /	Rule 12h-3(b)(2)(i)	/ /
Rule 12g-4(a)(2)(i)	/ /	Rule 12h-3(b)(2)(ii)	/ /
Rule 12g-4(a)(2)(ii)	/ /	Rule 15d-6	/ /
Rule 12h-3(b)(1)(i)	/x/		

Approximate numbers of holders of record as of the certificate or  
notice date: 0

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Pursuant to the requirements of the Securities Exchange Act of 1934,  
First Bank System, Inc. has caused this certificate/notice to be signed on its  
behalf by the undersigned duly authorized person.

DATE: March 31, 1997

BY: /s/ Lee R. Mitau

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Lee R. Mitau  
Executive Vice President  
General Counsel and Secretary