## Edgar Filing: TOLSTEDT CARRIE L - Form 4

#### TOLSTEDT CARRIE L

Form 4

February 25, 2010

FORM	14
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16.

**SECURITIES** Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TOLSTEDT CARRIE L			Symbol	and Ticker or Trading  GO & CO/MN [WFC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest	t Transaction	(Cho	eck all applicable)		
420 MONTO	420 MONTGOMERY STREET (Month/Day/Year) 02/23/2010			)	Director 10% Owner Officer (give title Other (specification) below)  Sr. Executive Vice President			
(Street)			4. If Amendment, Filed(Month/Day/Y	Č	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN FRAN	CISCO, CA	94104				More than One Reporting		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities	5. Amount of	6. Ownership 7. Nature of		

						• •	•	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Security on Acquired Disposed (Instr. 3,	(A) or l of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value			Code V	Amount	(D) Price	213,589.77	I	Through Family Trust
Common Stock, \$1 2/3 Par Value						13,691.3823 (1)	I	Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Right	(2)	02/23/2010		A	12,215	(3)	<u>(3)</u>	Common Stock, \$1 2/3 Par Value	12,215	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TOLSTEDT CARRIE L 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104

Sr. Executive Vice President

## **Signatures**

Carrie L. Tolstedt, by Ross E. Jeffries, as Attorney-in-Fact

02/25/2010

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of January 31, 2010, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Each Restricted Share Right ("RSRs") represents a contingent right to receive one share of Wells Fargo & Company (the "Company") common stock.
- These RSRs vest in three installments: one-third on 3/15/2011, 3/15/2012, and 3/15/2013. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting. These RSRs were granted to the reporting person as part of the reporting person's 2009 annual incentive compensation award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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