

STUMPF JOHN G

Form 4

August 04, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STUMPF JOHN G

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WELLS FARGO & CO/MN [WFC]

3. Date of Earliest Transaction
(Month/Day/Year)

08/03/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President, Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 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	08/03/2011		M	73,766.0486 (1)	A \$ 0 560,033.0486	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	08/03/2011		F	34,434.0486	D \$ 27.3 525,599	I	Through Family Trust
Common Stock, \$1 2/3 Par Value					85,363.5054 (2)	I	Through 401(k) Plan

Common Stock, \$1 2/3 Par Value	7,016.731 ⁽³⁾	I	Through Ira
Common Stock, \$1 2/3 Par Value	4,411.167 ⁽⁴⁾	I	Through Self Employed Pension Plan
Common Stock, \$1 2/3 Par Value	4,886.23 ⁽⁵⁾	I	Through Spouse's Ira

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Share Right	(6)	08/03/2011		M		73,766.0486		(7)	(7)	Common Stock, \$1 2/3 Par Value	73,766

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	X		President, Chairman & CEO	

Signatures

John G. Stumpf, by Ross E. Jeffries, as
Attorney-in-Fact

08/04/2011

__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).

- Number of shares represents a Restricted Share Right vesting on 8/3/2011. Original grant date was 8/3/2009. The vesting represents
- (1) two-thirds of the original amount of Restricted Share Rights granted (plus dividend equivalents reinvested in additional Restricted Share Rights).
 - (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of July 29, 2011, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
 - (3) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 10.912 shares on 3/1/2011, 15.401 shares on 3/31/2011, and 30.808 shares on 6/1/2011.
 - (4) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 6.86 shares on 3/1/2011, 9.682 shares on 3/31/2011, and 19.368 shares on 6/1/2011.
 - (5) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 7.599 shares on 3/1/2011, 10.725 shares on 3/31/2011, and 21.454 shares on 6/1/2011.
 - (6) Each Restricted Share Right represents a contingent right to receive one share of Wells Fargo & Company common stock.

- These RSRs vest in two installments: two-thirds on 8/3/2011 and one-third on 8/3/2012. As a condition to receiving the grant, the
- (7) 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.

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.