

STUMPF JOHN G
Form 4
August 04, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
WELLS FARGO & CO/MN [WFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
420 MONTGOMERY STREET

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2011

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

President, Chairman & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$1 2/3 Par Value | 08/03/2011 | | M | | 73,766.0486 (1) | A | \$ 0 |
| | | | | | 560,033.0486 | I | |
| Common Stock, \$1 2/3 Par Value | 08/03/2011 | | F | | 34,434.0486 | D | \$ 27.3 |
| | | | | | 85,363.5054 (2) | I | |

Through Family Trust

Through Family Trust

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.

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(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.