STUMPF JOHN G
Form 4
August 06, 2012

FORM 4

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

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

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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).

(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 & COMPANY/MN [WFC]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $1 2/3 Par Value	08/03/2012		M		37,756.439 (1)	A	$ 0	267,904.439	I	Through Family Trust
Common Stock, $1 2/3 Par Value	08/03/2012		F		17,077.439	D	$ 34.34	250,827	I	Through Family Trust
Common Stock, $1 2/3 Par Value								86,313.9107 (2)	I	Through 401(k) Plan

Common Stock, $1 2/3 Par Value	7,181.419 (3)	I	Through Ira
Common Stock, $1 2/3 Par Value	150,000	I	Through JJS 2011 Irrevocable Trust
Common Stock, $1 2/3 Par Value	150,000	I	Through RT 2011 Irrevocable Trust
Common Stock, $1 2/3 Par Value	4,514.7 (4)	I	Through Self Employed Pension Plan
Common Stock, $1 2/3 Par Value	5,000.913 (5)	I	Through Spouse's Ira

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

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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. 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)	08/03/2012		M			37,756.439	(7)	(7)	Common Stock, $1 2/3 Par Value	37,756

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	08/06/2012
**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) Number of shares represents a Restricted Share Right ("RSR") vesting on 8/3/2012. Original grant date was 8/3/2009. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).

(2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of July 31, 2012, 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: 20.918 shares on 3/31/2012 and 51.058 shares on 6/1/2012.

(4) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 13.151 shares on 3/31/2012 and 32.098 shares on 6/1/2012.

(5) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 14.567 shares on 3/31/2012 and 35.555 shares on 6/1/2012.

(6) Each Restricted Share Right represents a contingent right to receive one share of Wells Fargo & Company common stock.

(7) 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 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.
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