

HEID MICHAEL J
Form 4
March 19, 2012

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 *
HEID MICHAEL J

(Last) (First) (Middle)

1 HOME CAMPUS

(Street)

DES MOINES, IA 50328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

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

03/15/2012

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 2/3 Par Value	03/15/2012		M		778.7836 (1)	A	\$ 0
Common Stock, \$1 2/3 Par Value	03/15/2012		F		330.7836	D	\$ 34.07
Common Stock, \$1 2/3 Par Value	03/15/2012		M		723.2229 (2)	A	\$ 0

Common Stock, \$1 2/3 Par Value	03/15/2012	F	307.2229	D	\$ 34.07	864	D	
Common Stock, \$1 2/3 Par Value						10,812.0866 <u>(3)</u>	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						21,820	I	Through DKH Rev Trust
Common Stock, \$1 2/3 Par Value						10,357	I	Through MJH Rev Trust

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

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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 or Number of Shares
Restricted Share Right	<u>(4)</u>	03/15/2012		M	778.7836	<u>(5)</u>	<u>(5)</u>	Common Stock, \$1 2/3 Par Value	778.7836
Restricted Share Right	<u>(4)</u>	03/15/2012		M	723.2229	<u>(6)</u>	<u>(6)</u>	Common Stock, \$1 2/3 Par Value	723.2229

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HEID MICHAEL J
1 HOME CAMPUS
DES MOINES, IA 50328

Executive Vice President

Signatures

Michael J. Heid, by Ross E. Jeffries, as
Attorney-in-Fact

03/19/2012

__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 3/15/2012. Original grant date was 2/23/2010. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (2) Number of shares represents a RSR vesting on 3/15/2012. Original grant date was 2/22/2011. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (3) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of February 29, 2012, as if investable cash equivalents held by plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (4) Each RSR represents a contingent right to receive one share of Company common stock.
These RSRs vest in two installments: 758 shares on 3/15/2012 and 3/15/2013 (plus additional shares acquired through dividend
- (5) reinvestment). These RSRs were granted to the reporting person as part of the reporting person's 2009 annual incentive compensation award.
- (6) These RSRs vest in three installments: one-third on each of 3/15/2012, 3/15/2013, and 3/15/2014. These RSRs were granted to the reporting person as part of the reporting person's 2010 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.