

Rhein Kevin A  
 Form 4  
 May 09, 2012

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 Rhein Kevin A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 90 SOUTH 7TH STREET, 4TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/07/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. Executive Vice President

MINNEAPOLIS, MN 55402-3903

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 2/3 Par Value	05/07/2012		M		41,100	A	\$ 22.62
Common Stock, \$1 2/3 Par Value	05/07/2012		F		33,450	D	\$ 33.5
Common Stock, \$1 2/3 Par Value	05/07/2012		M		12,433	A	\$ 27.32

Value

Common Stock, \$1 2/3 Par Value 05/07/2012 F 11,118 D \$ 33.5 73,807 D

Common Stock, \$1 2/3 Par Value 1,253.2821 (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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Purchase Option	\$ 22.62	05/07/2012		M	41,100	02/25/2004 <sup>(2)</sup> 02/25/2013	Common Stock, \$1 2/3 Par Value
Employee Stock Purchase Option	\$ 33.5	05/07/2012		A	32,422	05/07/2012 02/25/2013	Common Stock, \$1 2/3 Par Value
Employee Stock Purchase Option	\$ 27.32	05/07/2012		M	12,433	08/24/2009 02/25/2013	Common Stock, \$1 2/3 Par Value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Rhein Kevin A  
90 SOUTH 7TH STREET  
4TH FLOOR  
MINNEAPOLIS, MN 55402-3903

Sr. Executive  
Vice President

## Signatures

Kevin A. Rhein, by Ross E. Jeffries, as  
Attorney-in-Fact

05/09/2012

\_\_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) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of April 30, 2012, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (2) The option vests in the following increments: 18,368 shares on 2/25/04, 18,366 shares on 2/25/05, and 18,366 shares on 2/25/06.

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.