

HEID MICHAEL J  
Form 4  
February 29, 2012

**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

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(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)

02/28/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 27,608                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 10,825.6624<br>(1)                                                                                                 | I                                                                    | Through<br>401(k)<br>Plan                                         |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 21,820                                                                                                             | I                                                                    | Through<br>DKH Rev<br>Trust                                       |

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|                                          |        |   |                             |
|------------------------------------------|--------|---|-----------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 10,357 | I | Through<br>MJH Rev<br>Trust |
|------------------------------------------|--------|---|-----------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secur<br>(Instr        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                                 |                                          |
| Restricted<br>Share                                 | (2)                                                                | 02/28/2012                              |                                                             | A                                    | 2,338                                                                                                           | (3)                                                            | (3)                                                                 | Common<br>Stock, \$1<br>2/3 Par<br>Value |
| Right                                               |                                                                    |                                         |                                                             |                                      |                                                                                                                 |                                                                |                                                                     | 2,338                                    |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| HEID MICHAEL J<br>1 HOME CAMPUS<br>DES MOINES, IA 50328 | Executive Vice President         |

## Signatures

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

02/29/2012

\*\*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 January 31, 2012, as if investable cash equivalents held by plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (2) Each Restricted Share Right ("RSRs") represents a contingent right to receive one share of Company common stock.  
These RSRs vest in three installments: one-third on 3/15/2013, 3/15/2014, and 3/15/2015. 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. These RSRs were granted to the reporting person as part of the reporting person's 2011 annual incentive compensation award.
- (3)

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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