

LEVY RICHARD  
Form 4  
March 19, 2013

**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 \*  
LEVY RICHARD

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)  
343 SANSOME STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP & Controller

SAN FRANCISCO, CA 94104

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<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 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013                              |                                                             | M                                    |                                                                         | 17,463.6743<br>(1)                                                                                                 | A                                                                       | \$ 0                                                              |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013                              |                                                             | F                                    |                                                                         | 8,702.6743                                                                                                         | D                                                                       | \$<br>38.2                                                        |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013                              |                                                             | M                                    |                                                                         | 1,509.1413<br>(2)                                                                                                  | A                                                                       | \$ 0                                                              |

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|                                          |            |   |                   |   |            |                   |   |                             |
|------------------------------------------|------------|---|-------------------|---|------------|-------------------|---|-----------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013 | F | 752.1413          | D | \$<br>38.2 | 68,365            | D |                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013 | M | 1,302.7603<br>(3) | A | \$ 0       | 69,667.7603       | D |                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013 | F | 649.7603          | D | \$<br>38.2 | 69,018            | D |                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013 | M | 1,204.9854<br>(4) | A | \$ 0       | 70,222.9854       | D |                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2013 | F | 600.9854          | D | \$<br>38.2 | 69,622            | D |                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |            |   |                   |   |            | 99                | I | Ira                         |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |            |   |                   |   |            | 5,454.0881<br>(5) | I | Through<br>401(k)<br>Plan   |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |            |   |                   |   |            | 60,222            | I | Through<br>RL &<br>DL Trust |

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

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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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, 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) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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|                              | Code | V | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>Number<br>Shares                        |
|------------------------------|------|---|------------|-----|---------------------|--------------------|-------|---------------------------------------------------|
| Restricted<br>Share<br>Right | (6)  |   | 03/15/2013 | M   | 17,463.6743         | (7)                | (7)   | Common<br>Stock, \$1<br>2/3 Par<br>Value<br>17,46 |
| Restricted<br>Share<br>Right | (6)  |   | 03/15/2013 | M   | 1,509.1413          | (8)                | (8)   | Common<br>Stock, \$1<br>2/3 Par<br>Value<br>1,509 |
| Restricted<br>Share<br>Right | (6)  |   | 03/15/2013 | M   | 1,302.7603          | (9)                | (9)   | Common<br>Stock, \$1<br>2/3 Par<br>Value<br>1,302 |
| Restricted<br>Share<br>Right | (6)  |   | 03/15/2013 | M   | 1,204.9854          | (10)               | (10)  | Common<br>Stock, \$1<br>2/3 Par<br>Value<br>1,204 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                           |       |
|---------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                   | Other |
| LEVY RICHARD<br>343 SANSOME STREET<br>SAN FRANCISCO, CA 94104 |               |           | Executive VP & Controller |       |

## Signatures

Richard Levy, by Anthony R. Augliera, as  
Attorney-in-Fact

03/19/2013

\_\_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 3/15/2013. Original grant date was 2/23/2010. This vesting represents 25% of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (2) Number of shares represents a RSR vesting on 3/15/2013. 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).
- (3) Number of shares represents a RSR vesting on 3/15/2013. 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).
- (4) Number of shares represents a RSR vesting on 3/15/2013. Original grant date was 2/28/2012. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (5) Reflects share equivalent of units in the Wells Fargo ESOP Fund of 401(k) Plan as of February 28, 2013, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo & Company (the "Company") common stock.

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- (6) Each RSR represents a contingent right to receive one share of Company common stock.

These RSRs vest in four installments: 5% on 11/1/2010, 25% on 3/15/2013, 30% on 3/15/2014, and 40% on 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.

- (8) These RSRs vest in three installments: one-third on 3/15/2011, 3/15/2012, and 3/15/2013. 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 2009 annual incentive compensation award.

- (9) These RSRs vest in three installments: one-third on 3/15/2012, 3/15/2013, and 3/15/2014. 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 2010 annual incentive compensation award.

- (10) 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.

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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