

WELLS FARGO & COMPANY/MN

Form 4

July 02, 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 *
TOLSTEDT CARRIE L

(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)
07/01/2013

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 ____ Other (specify
below) below)

Sr. 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 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)
Common Stock, \$1 2/3 Par Value	07/01/2013		M	33,636.6335 (1)	A \$ 0 33,636.6335	D	
Common Stock, \$1 2/3 Par Value	07/01/2013		F	17,551.6335	D \$ 41.36 16,085 (2)	D	
Common Stock, \$1 2/3 Par Value					16,533.2963 (3)	I	Through 401(k) Plan

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Common Stock, \$1 2/3 Par Value	332,325.77 (2)	I	Through Family Trust
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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 Number Shares
Restricted Share Right	(4)	07/01/2013		M	33,636.6335	(5) (5)	Common Stock, \$1 2/3 Par Value 33,63

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TOLSTEDT CARRIE L 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	Sr. Executive Vice President

Signatures

Carrie L. Tolstedt, by Anthony R. Augliera, as Attorney-in-Fact	07/02/2013
____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 7/1/2013. Original grant date was 2/24/2009. This vesting represents 30% of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (2) Total reflects a transfer of 3,177 shares from the reporting person's direct holdings to her trust. The transfer was not reportable under Rule 16a-13 of the Securities Exchange Act of 1934.

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- (3) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of June 28, 2013, 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.
RSRs vest in three installments: 30% on July 1, 2012, 30% on July 1, 2013, and 40% on July 1, 2014, subject to certain exceptions related to the Emergency Economic Stabilization Act of 2008. As a condition to receiving the grant, the reporting person agreed to hold, while
- (5) 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 of the RSRs.

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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