

Rhein Kevin A
Form 4
May 09, 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 *
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

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

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

(Street)
MINNEAPOLIS, MN 55402-3903

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 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 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 Indirect Beneficial 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	105,942 D
Common Stock, \$1 2/3 Par Value	05/07/2012		F		33,450	D	\$ 33.5	72,492 D
Common Stock, \$1 2/3 Par	05/07/2012		M		12,433	A	\$ 27.32	84,925 D

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
Value1,253.2821
(1)

I

Through
401(k)
Plan

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 Underlying Se (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 ⁽²⁾ 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

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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.

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