

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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REPORTING OWNER

HOYT DAVID A

CIK: **1201226**

Type: **4** | Act: **34** | File No.: **001-02979** | Film No.: **13700633**

Mailing Address

WELLS FARGO

420 MONTGOMERY ST 12TH

FLOOR

SAN FRANCISCO CA 94104

ISSUER

WELLS FARGO & COMPANY/MN

CIK: **72971** | IRS No.: **410449260** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **6021** National commercial banks

Mailing Address

420 MONTGOMERY STREET

SAN FRANCISCO CA 94163

Business Address

420 MONTGOMERY STREET

SAN FRANCISCO CA 94163

6126671234

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person HOYT DAVID A (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. Executive Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
	4. If Amendment, Date Original Filed(Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1 2/3 Par Value	03/15/2013		M		3,723.2235 ⁽¹⁾	A	\$ 0	150,722.2235	D	
Common Stock, \$1 2/3 Par Value	03/15/2013		F		1,856.2235	D	\$38.2	148,866	D	
Common Stock, \$1 2/3 Par Value	03/15/2013		M		3,195.4274 ⁽²⁾	A	\$ 0	152,061.4274	D	
Common Stock, \$1 2/3 Par Value	03/15/2013		F		1,592.4274	D	\$38.2	150,469	D	
Common Stock, \$1 2/3 Par Value								2,630	I	By AH Gifting Trust
Common Stock, \$1 2/3 Par Value								1,800	I	By ECH Gifting Trust
Common Stock, \$1 2/3 Par Value								2,630	I	By EH Gifting Trust
Common Stock, \$1 2/3 Par Value								1,800	I	By MAH Gifting Trust
Common Stock, \$1 2/3 Par Value								130	I	By MRH Gifting Trust
Common Stock, \$1 2/3 Par Value								1,680	I	By Trust for AH
Common Stock, \$1 2/3 Par Value								1,680	I	By Trust for EH(1)
Common Stock, \$1 2/3 Par Value								1,680	I	By Trust for EH(2)
Common Stock, \$1 2/3 Par Value								1,680	I	By Trust for MH(1)
Common Stock, \$1 2/3 Par Value								1,680	I	By Trust for MH(2)

Common Stock, \$1 2/3 Par Value									50,973.7594 ⁽³⁾	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value									578,297	I	Through Family Trust

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Share Right	(4)	03/15/2013		<u>M</u>					(5)	(5)	Common Stock, \$1 2/3 Par Value	3,723.2235	\$ 0	3,723.2234	D	
Restricted Share Right	(4)	03/15/2013		<u>M</u>					(6)	(6)	Common Stock, \$1 2/3 Par Value	3,195.4274	\$ 0	6,388.793	D	

Explanation of Responses:

- Number of shares represents a Restricted Share Right ("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).
- 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).
- Reflects share equivalent of units in the Wells Fargo ESOP Fund of the Wells Fargo 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.
- Each RSR represents a contingent right to receive one share of Company common stock.
- 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.
- 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.

Signatures

David A. Hoyt, by Anthony R. Augliera, as Attorney-in-Fact

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.