

WELLS FARGO & COMPANY/MN
 Form 4
 July 02, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TOLSTEDT CARRIE L

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)
420 MONTGOMERY STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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

SAN FRANCISCO, CA 94104
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 2/3 Par Value	07/01/2013		M		33,636.6335 <u>(1)</u>	A	\$ 0
Common Stock, \$1 2/3 Par Value	07/01/2013		F		17,551.6335	D	\$ 41.36
Common Stock, \$1 2/3 Par Value					16,533.2963 <u>(3)</u>	I	Through 401(k) Plan

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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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 of Shares
Restricted Share Right	(4)	07/01/2013		M	33,636.6335	(5) (5)	(5) (5)	Common Stock, \$1 2/3 Par Value	33,636

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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