HOYT DAVID A

Form 4

February 29, 2012

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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(b).

Value

(Print or Type Responses)

1. Name and Address of Reporting Person * HOYT DAVID A		orting Person *	2. Issuer Name and Ticker or Trading Symbol WELLS FARGO & CO/MN [WFC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (I	(First)	(Middle)	3. Date of Earliest Transaction	(Enter an applicable)		
			(Month/Day/Year)	Director 10% Owner		
420 MONTG	SOMERY S	TREET	02/28/2012	X Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN FRANCISCO, CA 94104				Form filed by More than One Reporting Person		

						1 CISOII		
(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securities	Acquired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed 3. 4. Securities		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						467,281	I	Through Family Trust
Common Stock, \$1 2/3 Par Value						1,830	I	By AH Gifting Trust
Common Stock, \$1 2/3 Par						1,830	I	By EH Gifting Trust

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Common Stock, \$1 2/3 Par Value	1,000	I	By ECH Gifting Trust
Common Stock, \$1 2/3 Par Value	1,000	I	By MAH 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	50,365.0514 (1)	I	Through 401(k) Plan
Reminder: Report on a separate line for each class of securities benef		ection of	SEC 1474
	Persons who respond to the colle	cuon oi	SEC 1474

information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	Code	Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu (Inst
	Security			Disposed of			
	~			r			

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(D) (Instr. 3, 4, and 5)

(D) Date

Expiration Title

Amount

(A)

Exercisable Number of Shares Common Restricted Stock, \$1 (3) (3) Share (2) 02/28/2012 9,298 9,298 2/3 Par Right Value

Code V

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOYT DAVID A 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104

Sr. Executive Vice President

Signatures

David A. Hoyt, by Ross E. Jeffries, as Attorney-in-Fact

02/29/2012

**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 the Wells Fargo ESOP Fund of the Wells Fargo 401(k) Plan as of January 31, 2012, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (2) Each Restricted Share Right ("RSRs") represents a contingent right to receive one share of Company common stock.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3