

CARROLL DAVID M
Form 4
December 27, 2011

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 *
CARROLL DAVID M

(Last) (First) (Middle)

ONE WACHOVIA CENTER

(Street)

CHARLOTTE, NC 28288-0013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

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

12/24/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 12/24/2011 | | M | | 74,189.4713 <u>(1)</u> | A | \$ 0 |
| Common Stock, \$1 2/3 Par Value | 12/24/2011 | | F | | 31,493.4713 | D | \$ 27.8 |
| Common Stock, \$1 2/3 Par Value | | | | | 626.679 <u>(2)</u> | I | Through 401(k) Plan |

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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 | (3) | 12/24/2011 | | M | 74,189.4713 | (4) (4) | Common Stock, \$1 2/3 Par Value 74,18 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|----------------|
| | Director | 10% Owner | Officer | Other |
| CARROLL DAVID M ONE WACHOVIA CENTER CHARLOTTE, NC 28288-0013 | | | Senior Exec. | Vice President |

Signatures

David M. Carroll, by Ross E. Jeffries, as Attorney-in-Fact 12/27/2011

**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).
- Number of shares represents a Restricted Share Right vesting on 12/24/2011. Original grant date was 12/24/2009. This vesting represents
- (1) two-thirds of the original amount of Restricted Share Rights granted (plus dividend equivalents reinvested in additional Restricted Share Rights).
 - (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of November 30, 2011, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.
 - (3) Each Restricted Share Right ("RSRs") represents a contingent right to receive one share of Wells Fargo & Company (the "Company") common stock.
- These RSRs vest in two installments: two-thirds on 12/24/2011 and one-third on 12/24/2012. As a condition to receiving the grant, the
- (4) 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.

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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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