

SLOAN TIMOTHY J
Form 4
March 16, 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 *
SLOAN TIMOTHY J

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) (First) (Middle)

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

03/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Executive VP & CFO

333 S GRAND AVE

(Street)

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

LOS ANGELES, CA 90071

(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 (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 or Price | | | | | |
| Common Stock, \$1 2/3 Par Value | 03/15/2011 | | M | | 12,097.6486 (1) | A | \$ 0 | 64,740.6486 | D | |
| Common Stock, \$1 2/3 Par Value | 03/15/2011 | | F | | 5,647.6486 | D | \$ 32.27 | 59,093 | D | |
| Common Stock, \$1 2/3 Par Value | | | | | | | | 31,649.5099 (2) | 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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SEC 1474
(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) | 03/15/2011 | | M | 12,097.6486 | (4) | (4) | Common Stock, \$1 2/3 Par Value | 12,09 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLOAN TIMOTHY J 333 S GRAND AVE LOS ANGELES, CA 90071 | | | Senior Executive VP & CFO | |

Signatures

Timothy J. Sloan, by Ross E. Jeffries, as Attorney-in-Fact 03/16/2011

**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).
- (1) Number of shares represents a Restricted Share Right vesting on 3/15/2011. Original grant date was 2/23/2010. This vesting represents one-third 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 February 28, 2011, as if investable cash equivalents held by plan were fully invested in Wells Fargo & Company common stock.
- (3) Each RSR represents a contingent right to receive one share of Wells Fargo & Company common stock.
- (4) These RSRs vest in three installments: one-third on each of 3/15/2011, 3/15/2012, and 3/15/2013. These RSRs were granted to the reporting person as part of the reporting person's 2009 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.

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