

HEID MICHAEL J
Form 4
October 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
HEID MICHAEL J

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)
1 HOME CAMPUS
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2012

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

DES MOINES, IA 50328

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

(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 | 10/19/2012 | | M | | 50,000 A \$ 31.4 | 50,000 | D |
| Common Stock, \$1 2/3 Par Value | 10/19/2012 | | F | | 1,817 D \$ 34.34 | 48,183 ⁽¹⁾ | D |
| Common Stock, \$1 2/3 Par Value | | | | | | 11,602.0127 ⁽²⁾ | I Through 401(k) Plan |

| | | | |
|--|-----------------------|---|-----------------------------|
| Common Stock, \$1 2/3 Par Value | 45,701 ⁽¹⁾ | I | Through MJH Rev Trust |
|--|-----------------------|---|-----------------------------|

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

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 control number. 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 or Number of Shares |
| Employee Stock Purchase Option | \$ 31.4 | 10/19/2012 | | M | 50,000 | 02/26/2009 02/26/2018 | Common Stock, \$1 2/3 Par Value 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| HEID MICHAEL J 1 HOME CAMPUS DES MOINES, IA 50328 | Director 10% Owner Officer Executive Vice President Other |

Signatures

| | |
|--|------------|
| Michael J. Heid, by Anthony R. Augliera, as Attorney-in-Fact | 10/22/2012 |
| **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) Total reflects a transfer of 6,869 shares from the reporting person's direct holdings to his trust. The transfer was not reportable under Rule 16a-13 of the Securities Exchange Act of 1934.

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- (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of September 30, 2012, as if invested cash equivalents held by plan were fully invested in Wells Fargo & Company common stock.

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.