

STUMPF JOHN G
Form 4
March 19, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STUMPF JOHN G

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)
03/15/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, Chairman & CEO

SAN FRANCISCO, CA 94104

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 (A) or (D)	Price	
Common Stock, \$1 2/3 Par Value	03/15/2013		M		8,563.0987 (1)	A \$ 0	8,563.0987 D
Common Stock, \$1 2/3 Par Value	03/15/2013		F		4,267.0987	D \$ 38.2	4,296 D
Common Stock, \$1 2/3 Par Value	03/15/2013		M		7,667.9949 (2)	A \$ 0	11,963.9949 D

Edgar Filing: STUMPF JOHN G - Form 4

Common Stock, \$1 2/3 Par Value	03/15/2013	F	3,820.9949	D	\$ 38.2	8,143 ⁽³⁾	D	
Common Stock, \$1 2/3 Par Value						87,063.5681 ⁽⁴⁾	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						551,937 ⁽³⁾	I	Through Family Trust
Common Stock, \$1 2/3 Par Value						7,327.818	I	Through Ira
Common Stock, \$1 2/3 Par Value						150,000	I	Through JJS 2011 Irrevocable Trust
Common Stock, \$1 2/3 Par Value						150,000	I	Through RT 2011 Irrevocable Trust
Common Stock, \$1 2/3 Par Value						4,606.735	I	Through Self Employed Pension Plan
Common Stock, \$1 2/3 Par Value						5,102.86	I	Through Spouse's Ira

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---	--	---	---	--------------------------------------	---	--	---

Edgar Filing: STUMPF JOHN G - Form 4

	Derivative Security		(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Restricted Share Right	(5)	03/15/2013	M		(6)	(6)	Common Stock, \$1 2/3 Par Value	8,563.0
Restricted Share Right	(5)	03/15/2013	M		(7)	(7)	Common Stock, \$1 2/3 Par Value	7,667.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	X		President, Chairman & CEO	

Signatures

John G. Stumpf, by Anthony R. Augliera, as
Attorney-in-Fact 03/19/2013

__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 3/15/2013. Original grant date was 2/22/2011. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (2) Number of shares represents a RSR vesting on 3/15/2013. Original grant date was 2/28/2012. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (3) Total reflects a transfer of 290,570 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.
- (4) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of February 28, 2013, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (5) Each RSR represents a contingent right to receive one share of Company common stock.
- (6) These RSRs vest in three installments: one-third on 3/15/2012, 3/15/2013, and 3/15/2014. 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 2010 annual incentive compensation award.
- (7) 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.

Edgar Filing: STUMPF JOHN G - Form 4

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.