

HEID MICHAEL J
Form 3
August 04, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HEID MICHAEL J | | (Month/Day/Year) | WELLS FARGO & CO/MN [WFC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/26/2011 | | |
| 1 HOME CAMPUS | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | |
| DES MOINES,Â IAÂ 50328 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$1 2/3 Par Value | 4,408 | D | Â |
| Common Stock, \$1 2/3 Par Value | 10,718.9 ⁽¹⁾ | I | Through 401(k) Plan |
| Common Stock, \$1 2/3 Par Value | 27,470 | I | Through DKH Rev Trust |
| Common Stock, \$1 2/3 Par Value | 14,426 | I | Through MJH Rev Trust |
| Common Stock, \$1 2/3 Par Value | 15 | I | Through son |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|------------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Purchase Option | 02/22/2005 | 02/22/2015 | Common Stock, \$1 2/3 Par Value | 35,620 | \$ 29.905 | D | Â |
| Employee Stock Purchase Option | 06/07/2006 | 02/25/2013 | Common Stock, \$1 2/3 Par Value | 7,060 | \$ 33.825 | D | Â |
| Employee Stock Purchase Option | 08/11/2006 | 02/25/2013 | Common Stock, \$1 2/3 Par Value | 6,226 | \$ 34.725 | D | Â |
| Employee Stock Purchase Option | 02/28/2007 | 02/28/2016 | Common Stock, \$1 2/3 Par Value | 116,140 | \$ 32.245 | D | Â |
| Employee Stock Purchase Option | 02/27/2008 | 02/27/2017 | Common Stock, \$1 2/3 Par Value | 123,320 | \$ 34.39 | D | Â |
| Employee Stock Purchase Option | 02/26/2009 | 02/26/2018 | Common Stock, \$1 2/3 Par Value | 158,110 | \$ 31.4 | D | Â |
| Employee Stock Purchase Option | 02/24/2010 ⁽²⁾ | 02/24/2019 | Common Stock, \$1 2/3 Par Value | 138,666 | \$ 13.05 | D | Â |
| Phantom Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock, \$1 2/3 Par Value | 12,270.7779 | \$ ⁽⁴⁾ | D | Â |
| Restricted Share Right | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock, \$1 2/3 Par Value | 88,241.7161 | \$ ⁽⁶⁾ | D | Â |
| Restricted Share Right | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock, \$1 | 20,852.2117 | \$ ⁽⁶⁾ | D | Â |

| | | | | | | | |
|------------------------|-------|-------|--|------------|--------|---|---|
| Restricted Share Right | Â (8) | Â (8) | 2/3 Par Value Common Stock, \$1 2/3 Par Value | 1,537.1249 | \$ (6) | D | Â |
| Restricted Share Right | Â (9) | Â (9) | 2/3 Par Value Common Stock, \$1 2/3 Par Value | 2,139.1788 | \$ (6) | D | Â |

Reporting Owners

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

Signatures

Michael J. Heid, by Ross E. Jeffries, as
Attorney-in-Fact

08/04/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Wells Fargo ESOP Fund of 401(k) Plan as of July 26, 2011, as if investable cash equivalents held by plan were fully invested in Wells Fargo & Company common stock.
- (2) 69,333 shares will become exercisable on 2/24/2012.
- (3) Supplemental 401(k) plan shares payable upon retirement.
- (4) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan.
- (5) These RSRs vest in three installments: 25% on 3/15/2013, 30% on 3/15/2014, and 40% on 3/15/2015.
- (6) Each Restricted Share Right ("RSRs") represents a contingent right to receive one share of Wells Fargo & Company common stock.
- (7) These RSRs vest in three installments: 30% on each of 3/15/2014 and 3/15/2015, and 40% on 3/15/2016.
- (8) These RSRs vest in two installments: one-third on 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.
- (9) These RSRs vest in three installments: one-third on each of 3/15/2012, 3/15/2013, and 3/15/2014. These RSRs were granted to the reporting person as part of the reporting person's 2010 annual incentive compensation award.

Â

Remarks:

Exhibit 24 - Power of Attorney

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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