

CALLAHAN PATRICIA R
Form 4
November 03, 2010

FORM 4

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

OMB APPROVAL

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

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 *
CALLAHAN PATRICIA R

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

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

11/01/2010

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)

Executive 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 | 11/01/2010 | | M | | 3,310.5401 (1) | A | \$ 0 | 263,283.5401 | I | Through Family Trust |
| Common Stock, \$1 2/3 Par Value | 11/01/2010 | | F | | 1,425.5401 | D | \$ 25.93 | 261,858 | I | Through Family Trust |
| Common Stock, \$1 2/3 Par Value | | | | | | | | 6,499.1933 (2) | I | Through 401(k) Plan |

| | | | |
|--|--------|---|---------------------|
| Common Stock, \$1 2/3 Par Value | 12,296 | I | Through Children |
|--|--------|---|---------------------|

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

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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) | 11/01/2010 | | M | 3,310.5401 | (4) | (4) | Common Stock, \$1 2/3 Par Value | 3,310.5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALLAHAN PATRICIA R 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | | | Executive Vice President | |

Signatures

| | |
|---|------------|
| Patricia R. Callahan, by Ross E. Jeffries, as Attorney-in-Fact | 11/03/2010 |
| **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 11/1/2010. Original grant date was 2/23/2010. This vesting represents
- (1) approximately 5% of the original amount of Restricted Share Rights granted (plus dividend equivalents reinvested in additional Restricted Share Rights).
- (2)

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Reflects share equivalents of units in Wells Fargo ESOP Fund of 401(k) Plan as of October 29, 2010, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.

- (3) Each Restricted Share Right represents a contingent right to receive one share of Wells Fargo & Company common stock.

These RSRs vest in four installments: 5% on 11/1/2010, 25% on 3/15/2013, 30% on 3/15/2014, and 40% on 3/15/2015. As a condition to

- (4) 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.

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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