

WELLS FARGO & COMPANY/MN
 Form 4
 July 17, 2013

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 *
 HOYT DAVID A

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)
 07/15/2013

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$1 2/3 Par Value | 07/15/2013 | | M | | 619,040 | A | \$ 28.43 |
| Common Stock, \$1 2/3 Par Value | 07/15/2013 | | F | | 517,154 | D | \$ 43.35 |
| Common Stock, \$1 2/3 Par Value | | | | | 2,630 | I | |
| | | | | | | | By AH Gifting Trust |

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| | | | |
|---------------------------------|------------------------|---|----------------------|
| Common Stock, \$1 2/3 Par Value | 1,800 | I | By ECH Gifting Trust |
| Common Stock, \$1 2/3 Par Value | 2,630 | I | By EH Gifting Trust |
| Common Stock, \$1 2/3 Par Value | 1,800 | I | By MAH Gifting Trust |
| Common Stock, \$1 2/3 Par Value | 130 | I | By MRH Gifting Trust |
| Common Stock, \$1 2/3 Par Value | 1,680 | I | By Trust for AH |
| Common Stock, \$1 2/3 Par Value | 1,680 | I | By Trust for EH(1) |
| Common Stock, \$1 2/3 Par Value | 1,680 | I | By Trust for EH(2) |
| Common Stock, \$1 2/3 Par Value | 1,680 | I | By Trust for MH(1) |
| Common Stock, \$1 2/3 Par Value | 1,680 | I | By Trust for MH(2) |
| Common Stock, \$1 2/3 Par Value | 625,170 ⁽¹⁾ | I | Through Family 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.

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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 |
| Employee Stock Purchase Option | \$ 28.43 | 07/15/2013 | | M | 619,040 | 02/24/2004 | 02/24/2014 | Common Stock, \$1 2/3 Par Value | 619,040 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOYT DAVID A 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | | | Sr. Executive Vice President | |

Signatures

David A. Hoyt, by Anthony R. Augliera, as Attorney-in-Fact 07/17/2013

__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) Total reflects a transfer of 22,810 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.

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.