

BAKER JOHN D II
Form 4
December 30, 2011

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 *
BAKER JOHN D II

2. Issuer Name and Ticker or Trading Symbol
WELLS FARGO & CO/MN [WFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
501 RIVERSIDE AVENUE, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
JACKSONVILLE, FL 32202

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$1 2/3 Par Value | 08/12/2011 | | S ⁽¹⁾ | 662 D \$ 24.3845 | 3,439 | I | By Clb Trust |
| Common Stock, \$1 2/3 Par Value | 08/12/2011 | | S ⁽¹⁾ | 66 D \$ 24.3845 | 0 | I | By Jdb Grat |
| Common Stock, \$1 2/3 Par Value | 08/12/2011 | | S ⁽¹⁾ | 248 D \$ 24.3845 | 59 | I | By Jdb Irr. Trust ⁽²⁾ |

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| | | | | | | | | |
|---------------------------------|------------|------------------|-----|---|------------|--------|---|----------------------------------|
| Common Stock, \$1 2/3 Par Value | 08/12/2011 | S ⁽¹⁾ | 248 | D | \$ 24.3845 | 59 | I | By Sab Irr. Trust ⁽²⁾ |
| Common Stock, \$1 2/3 Par Value | 12/28/2011 | P ⁽¹⁾ | 662 | A | \$ 27.2599 | 4,101 | I | By Clb Trust |
| Common Stock, \$1 2/3 Par Value | 12/28/2011 | P ⁽¹⁾ | 66 | A | \$ 27.26 | 66 | I | By Jdb Grat |
| Common Stock, \$1 2/3 Par Value | 12/28/2011 | P ⁽¹⁾ | 248 | A | \$ 27.2999 | 307 | I | By Jdb Irr. Trust ⁽²⁾ |
| Common Stock, \$1 2/3 Par Value | 12/28/2011 | P ⁽¹⁾ | 248 | A | \$ 27.2999 | 307 | I | By Sab Irr. Trust ⁽²⁾ |
| Common Stock, \$1 2/3 Par Value | | | | | | 22,953 | D | |
| Common Stock, \$1 2/3 Par Value | | | | | | 1,175 | I | By Crusher Run Crut |
| Common Stock, \$1 2/3 Par Value | | | | | | 25 | I | By Spouse ⁽²⁾ |

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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(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAKER JOHN D II
501 RIVERSIDE AVENUE, SUITE 500 X
JACKSONVILLE, FL 32202

Signatures

John D. Baker II, by Ross E. Jeffries, as
Attorney-in-Fact

12/30/2011

**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) Reflects shares sold on 8/12/2011 in family trusts that are administered by a bank. The shares were erroneously sold without the reporting person's knowledge or consent. Following discovery of the erroneous sales, an equal number of shares were purchased on 12/28/2011 to put the reporting person back in the same position as prior to the August 2011 sales. The reporting person did not have a Section 16 profit in these transactions.

(2) Reporting person disclaims beneficial ownership of these shares.

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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