

SLOAN TIMOTHY J
 Form 3
 October 07, 2010

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

OMB APPROVAL

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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 * SLOAN TIMOTHY J (Last) (First) (Middle) 333 S GRAND AVE (Street) LOS ANGELES, CA 90071 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/28/2010 | 3. Issuer Name and Ticker or Trading Symbol WELLS FARGO & CO/MN [WFC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. EVP & Chief Admin. Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 |
|---|--|--|--|--|---|

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 | 24,406 | D | ^ |
| Common Stock, \$1 2/3 Par Value | 31,455.91 ⁽¹⁾ | I | Through 401(k) Plan |

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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------|------------------|-----------------|---------------------------------|----------------------------|---------------|---------------------------------------|---|
| Restricted Share Right | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock, \$1 2/3 Par Value | 36,170.0094 | \$ <u>(4)</u> | D | Â |
| Restricted Share Right | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock, \$1 2/3 Par Value | 165,522.9893 | \$ <u>(4)</u> | D | Â |
| Employee Stock Purchase Option | 02/24/2004 | 02/24/2014 | Common Stock, \$1 2/3 Par Value | 220,100 | \$ 28.43 | D | Â |
| Employee Stock Purchase Option | 12/27/2004 | 02/26/2012 | Common Stock, \$1 2/3 Par Value | 60,094 | \$ 31.205 | D | Â |
| Employee Stock Purchase Option | 02/22/2005 | 02/22/2015 | Common Stock, \$1 2/3 Par Value | 238,820 | \$ 29.905 | D | Â |
| Employee Stock Purchase Option | 06/30/2005 | 02/26/2012 | Common Stock, \$1 2/3 Par Value | 61,814 | \$ 30.97 | D | Â |
| Employee Stock Purchase Option | 01/19/2006 | 02/26/2012 | Common Stock, \$1 2/3 Par Value | 61,688 | \$ 31.8 | D | Â |
| Employee Stock Purchase Option | 02/25/2006 | 02/25/2013 | Common Stock, \$1 2/3 Par Value | 70,599 | \$ 22.62 | D | Â |
| Employee Stock Purchase Option | 07/20/2006 | 02/25/2013 | Common Stock, \$1 2/3 Par Value | 64,750 | \$ 35.415 | D | Â |
| Employee Stock Purchase Option | 01/25/2007 | 02/25/2013 | Common Stock, \$1 2/3 Par Value | 60,845 | \$ 36.56 | D | Â |
| Employee Stock Purchase Option | 02/28/2009 | 02/28/2016 | Common Stock, \$1 | 258,080 | \$ 32.245 | D | Â |

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| | | | 2/3 Par Value | | | | |
|--------------------------------|---------------------------|------------------|---------------------------------|-------------|-------------------|---|---|
| Employee Stock Purchase Option | 06/27/2009 | 06/27/2016 | Common Stock, \$1 2/3 Par Value | 120,040 | \$ 32.925 | D | Â |
| Employee Stock Purchase Option | 02/24/2010 ⁽⁵⁾ | 02/24/2019 | Common Stock, \$1 2/3 Par Value | 640,000 | \$ 13.05 | D | Â |
| Employee Stock Purchase Option | 02/26/2010 ⁽⁶⁾ | 02/26/2018 | Common Stock, \$1 2/3 Par Value | 494,080 | \$ 31.4 | D | Â |
| Employee Stock Purchase Option | 02/27/2010 | 02/27/2017 | Common Stock, \$1 2/3 Par Value | 392,380 | \$ 34.39 | D | Â |
| Phantom Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock, \$1 2/3 Par Value | 35,063.7546 | \$ ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLOAN TIMOTHY J 333 S GRAND AVE LOS ANGELES, CA 90071 | Â | Â | Â Sr. EVP & Chief Admin. Officer | Â |

Signatures

Timothy J. Sloan, by Ross E. Jeffries, as Attorney-in-Fact 10/07/2010

**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 September 28, 2010, as if investable cash equivalents held by plan were fully invested in Wells Fargo & Company common stock.
 - (2) These RSRs vest in three installments: one-third on each of 3/15/2011, 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.
 - (3) 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.
 - (4) Each RSR represents a contingent right to receive one share of Wells Fargo & Company common stock.

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- (5) 213,333 shares will become exercisable on each of 2/24/2011 and 2/24/2012.
- (6) 164,693 shares will become exercisable on 2/26/2011.
- (7) Supplemental 401(k) plan shares payable upon retirement.
- (8) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan.

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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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