Loughlin Michael J Form 4/A March 29, 2012

FORM 4

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

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

Value

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Loughlin Michael J			Symbol WELLS FARGO & CO/MN [WFC]					Issuer (Charle all applicable)			
(Last) 420 MONTO	(M			f Earliest Tr Day/Year) 012	ransaction			(Check all applicable) Director 10% Owner Other (specify below) Sr. Executive Vice President			
SAN FRAN	4. If Amendment, Date Original Filed(Month/Day/Year) 03/05/2012					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)		(Zip)	Tabl	e I - Non-Γ	N orivativo	Sacur	ities Aca	Person	f or Ronaficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Year)		ned n Date, if	d 3. 4. Securities Acquired Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A)				5. Amount of Securities Form: Direct Indire Beneficially (D) or Benef Owned Indirect (I) Owne Following (Instr. 4) (Instr. 4) Reported Transaction(s)			
Common Stock, \$1 2/3 Par Value	03/01/2012			Code V	Amount 7 (1)	or (D)	Price \$ 31.54	(Instr. 3 and 4) 82,430	I	Through Family Trust	
Common Stock, \$1 2/3 Par	03/01/2012			F	4 (2)	D	\$ 31.54	82,426	I	Through Family	

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 (9-02)

Trust

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required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. 5. TransactionNumber		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security	or Exercise	(Wolldin Day Tear)	any	Code of		(Month/Day/Year)		(Instr. 3 and 4)		Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	03/01/2012		M	7 (1)	<u>(4)</u>	<u>(4)</u>	Common Stock, \$1 2/3 Par Value	7 (1)	<u>(5)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Loughlin Michael J 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104

Sr. Executive Vice President

Signatures

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

03/29/2012

Date

**Signature of Reporting Person

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) Amount amended to reflect a difference of one share received from a deferred compensation distribution on 3/1/2012.
- (2) Amount amended to reflect an additional share withheld for taxes from a deferred compensation distribution on 3/1/2012.
- (3) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (4) Deferred compensation shares payable in installments depending upon executive's election. Supplemental 401(k) plan shares payable upon retirement.

Reporting Owners 2

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(5) Price of derivative security is \$31.54.

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.