

**Filed Pursuant to Rule 424(b)(2)
File No. 333-180989**

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee⁽¹⁾
Subordinated Medium Term Notes, Series M, Fixed Rate Notes	\$ 2,000,000,000	\$ 272,800

⁽¹⁾ The total filing fee of \$272,800 is calculated in accordance with Rule 457(r) of the Securities Act of 1933 (the “Securities Act”) and will be paid by wire transfer within the time required by Rule 456(b) of the Securities Act.

Pricing Supplement No. 5 dated February 6, 2013
(to Prospectus Supplement dated May 25, 2012
and Prospectus dated April 27, 2012)

WELLS FARGO & COMPANY

**Subordinated Medium-Term Notes, Series M
Fixed Rate Notes**

Aggregate Principal Amount Offered:	\$2,000,000,000
Trade Date:	February 6, 2013
Original Issue Date (T+5):	February 13, 2013
Stated Maturity Date:	February 13, 2023
Interest Rate:	3.45%
Interest Payment Dates:	Each February 13 and August 13, commencing August 13, 2013, and at maturity
Price to Public (Issue Price):	99.941%, plus accrued interest, if any, from February 13, 2013
Agent Discount (Gross Spread):	0.45%
All-in Price (Net of Agent Discount):	99.491%, plus accrued interest, if any, from February 13, 2013
Net Proceeds:	\$1,989,820,000
Benchmark:	UST 1.625% due November 15, 2022
Benchmark Yield:	1.957%
Spread to Benchmark:	+150 basis points
Re-Offer Yield:	3.457%
Listing:	None
Subordination:	The notes will rank equally with all of our other subordinated notes and, together with such other subordinated notes, will be subordinated to all of our existing and future Senior Debt, as defined under “Description of Debt Securities—Subordination” in the accompanying prospectus. As of September 30, 2012, on a non-consolidated basis, Wells Fargo & Company had approximately \$61.5 billion of Senior Debt outstanding, excluding

obligations under letters of credit, guarantees, foreign exchange contracts and interest rate swap contracts. In addition, Wells Fargo & Company was obligated on such date under letters of credit, guarantees, foreign exchange contracts and interest rate swap contracts to which the notes will be subordinated pursuant to the terms of the subordinated indenture.

See “Description of the Notes” in the accompanying prospectus supplement and “Description of the Debt Securities—Subordination” in the accompanying prospectus for additional information regarding subordination.

Agents:

	<u>Principal Amount</u>
Wells Fargo Securities, LLC	\$ 1,590,000,000
Citigroup Global Markets Inc.	\$ 48,000,000
Credit Suisse Securities (USA) LLC	\$ 48,000,000
Goldman, Sachs & Co.	\$ 48,000,000
J.P. Morgan Securities LLC	\$ 48,000,000
Morgan Stanley & Co. LLC	\$ 48,000,000
Barclays Capital Inc.	\$ 10,000,000
BB&T Capital Markets, a division of BB&T Securities, LLC	\$ 10,000,000
Capital One Southcoast Inc.	\$ 10,000,000
CastleOak Securities, L.P.	\$ 10,000,000
CIBC World Markets Corp.	\$ 10,000,000
Comerica Securities, Inc.	\$ 10,000,000
Deutsche Bank Securities Inc.	\$ 10,000,000
HSBC Securities (USA) Inc.	\$ 10,000,000
Loop Capital Markets LLC	\$ 10,000,000
Merrill Lynch, Pierce Fenner & Smith Incorporated	\$ 10,000,000
National Bank of Canada Financial Inc.	\$ 10,000,000
RBC Capital Markets, LLC	\$ 10,000,000
Samuel A. Ramirez & Company, Inc.	\$ 10,000,000
Santander Investment Securities Inc.	\$ 10,000,000
TD Securities (USA) LLC	\$ 10,000,000
UBS Securities LLC	\$ 10,000,000
The Williams Capital Group, L.P.	\$ 10,000,000
Total:	<u>\$ 2,000,000,000</u>

Plan of Distribution:

On February 6, 2013, Wells Fargo & Company agreed to sell to the Agents, and the Agents agreed to purchase, the notes at a purchase price of 99.491%, plus accrued interest, if any, from February 13, 2013. The purchase price equals the issue price of 99.941% less an underwriting discount of 0.45% of the principal amount of the notes.

**Certain U.S. Federal
Income Tax Consequences:**

Legislation was enacted in 2010, contained in Sections 1471 through 1474 of the Internal Revenue Code of 1986, as amended, that will impose a 30% withholding tax on withholdable payments (as defined below) made to a foreign financial institution, unless such institution enters into an agreement with the Department of Treasury (“Treasury”) to, among other things, collect and provide to it substantial information regarding such institution’s United States financial account holders, including certain account holders that are foreign entities with United States owners. The legislation also generally imposes a 30% withholding tax on withholdable payments to a non-financial foreign entity unless such entity provides the paying agent with a certification that it does not have any substantial United States owners or a certification identifying the direct and indirect substantial United States owners of the entity. “Withholdable payments” include payments of interest (including original issue discount) with respect to notes from sources within the United States, as well as gross proceeds from the sale of any property of a type which can produce interest from sources within the United States, unless the payments of interest or gross proceeds are effectively connected with the conduct of a United States trade or business and taxed as such. As enacted, these withholding and reporting obligations generally apply to payments made after December 31, 2012 with respect to any notes other than notes outstanding on March 18, 2012. Under final Treasury regulations effective January 28, 2013, these withholding and reporting requirements with respect to interest will be delayed until January 1, 2014, and withholding on gross proceeds will be delayed until January 1, 2017. Further, withholding will not apply to notes outstanding on January 1, 2014, unless such notes undergo a significant modification after that date. Investors are urged to consult their own tax advisors regarding the application of the legislation and proposed regulations to the notes.

Additional tax considerations are discussed under “Certain U.S. Federal Income Tax Considerations” in the accompanying prospectus.

CUSIP:

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