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424B2 1 d438635d424b2.htm DEFINITIVE PRICING SUPPLEMENT NO. 258

| Title of Each Class of Securities Offered | Maxim Off |
|---|---|
| Medium Term Notes, Series K, Notes due November 15, 2027 | $ |

(1) The total filing fee of $1,909.60 is calculated in accordance with Rule 457(r) of the Securities Act of 1933 (the "Securities Act") a the time required by Rule 456(b) of the Securities Act.

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PRICING SUPPLEMENT No. 258 dated November 9, 2012
(To Prospectus Supplement dated April 13, 2012
and Prospectus dated April 13, 2012)

# Wells Fargo & Company

## Medium-Term Notes, Series K

# Fixed Rate Callable Notes

## Notes due November 15, 2027

- Monthly interest payments
- 3.25% per annum fixed rate of interest
- Redeemable quarterly by Wells Fargo & Company at par after 4 years
- If not redeemed by Wells Fargo & Company, term of approximately 15 years
- Survivor's option
- All payments on the notes are subject to the credit risk of Wells Fargo & Company
- No exchange listing; designed to be held to maturity

**Investing in the notes involves risks not associated with an investment in conventional debt securities. See "Risk Fac**

**The notes are unsecured obligations of Wells Fargo & Company and all payments on the notes are subject to the credit risk of Wells Fargo & Company. The n a depository institution and are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency of t**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if th prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

| | Original Offering Price | Agent Discount[1] |
|---|---|---|
| **Per Note** | $1,000 | $16 |
| **Total** | $14,000,000 | $224,000 |

(1) In addition to the agent discount, the original offering price specified above includes structuring and development costs. Assuming the notes are redeemed on the earliest possible red development costs would total approximately $29.27 per note. If the notes have not been redeemed on the earliest possible redemption date, the structuring and development costs w discount and structuring and development costs exceed $80.00 per note. See "Plan of Distribution (Conflicts of Interest)" in the prospectus supplement for further information incl obligations under the notes and offering expenses. Wells Fargo Securities, LLC, a wholly-owned subsidiary of Wells Fargo & Company, is the agent for the distribution of the notes an

**Wells Fargo Securities**

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## Investment Description

The Notes due November 15, 2027 are senior unsecured debt securities of Wells Fargo & Company and are part of a series entitled "Mediur

All payments on the notes are subject to the credit risk of Wells Fargo.

You should read this pricing supplement together with the prospectus supplement dated April 13, 2012 and prospectus dated April 13, 20 notes. Information included in this pricing supplement supersedes information in the prospectus supplement and prospectus to the extent it is defined terms used but not defined herein have the meanings set forth in the prospectus supplement.

You may access the prospectus supplement and prospectus on the SEC website www.sec.gov as follows (or if such address has changed, b date on the SEC website):

- Prospectus Supplement dated April 13, 2012 and Prospectus dated April 13, 2012 filed with the SEC on April 13, 2012: http://www.sec.gov/Archives/edgar/data/72971/000119312512162780/d256650d424b2.htm

## Investor Considerations

We have designed the notes for investors who:

¡ seek a fixed income investment with a fixed rate of interest;

¡ seek current income of 3.25% per annum, subject to our right to redeem the notes after four years;

¡ understand that the notes may be redeemed by Wells Fargo after four years;

¡ are willing to hold the notes until maturity; and

¡ seek an investment with a survivor's option.

The notes are not designed for, and may not be a suitable investment for, investors who:

¡ seek a liquid investment or are unable or unwilling to hold the notes to maturity;

¡ expect interest rates to increase beyond the interest rate provided by the notes;

¡ prefer the certainty of investments without an optional redemption feature; and

¡ are unwilling to accept the credit risk of Wells Fargo.

# Fixed Rate Callable Notes

## Notes due November 15, 2027

### Terms of the Notes

| | |
|---|---|
| **Pricing Date:** | November 9, 2012. |
| **Issue Date:** | November 15, 2012. (T+3) |
| **Original Offering Price:** | $1,000 per note. References in this pricing supplement to a "note" are to a note with a principal amount of $ |
| **Stated Maturity Date:** | November 15, 2027. The notes are subject to redemption by Wells Fargo prior to the stated maturity da Redemption." The notes are not subject to repayment at the option of any holder of the notes prior to the under "Survivor's Option" below on page PRS-7. |
| **Payment at Maturity:** | Unless redeemed prior to stated maturity by Wells Fargo or repaid prior to stated maturity pursuant to the holder will be entitled to receive on the stated maturity date a cash payment in U.S. dollars equal to $1,000 interest. |
| **Interest Payment Dates:** | Monthly on the 15th calendar day of each month, commencing December 15, 2012, and ending at stated ma described below for the first interest period, on each interest payment date, interest will be paid for the pe immediately preceding interest payment date and ending on and including the day immediately preceding th referred to as an "interest period." The first interest period will commence on and include the issue date 2012. Interest payable with respect to an interest period will be computed on the basis of a 360-day year o interest payment date is not a business day, interest will be paid on the next business day, and interest on t period from and after the scheduled interest payment date. |
| **Interest Rate:** | The per annum interest rate is 3.25%. |
| **Optional Redemption:** | The notes are redeemable by Wells Fargo, in whole or in part, quarterly on each February 15, May 15, Aug November 15, 2016, at 100% of their principal amount plus accrued and unpaid interest to, but excluding, give notice to the holders of the notes at least 5 days and not more than 30 days prior to the date fixed for rec accompanying prospectus supplement under "Description of Notes—Redemption and Repayment of Notes." |
| **Survivor's Option:** | We have agreed to repay the notes, if requested by the authorized representative of the beneficial owner o beneficial owner as described under "Survivor's Option" below on page PRS-7. |

| | |
|---|---|
| **No Listing:** | The notes will not be listed on any securities exchange or automated quotation system |
| **Agent:** | Wells Fargo Securities, LLC. The agent may resell the notes to other securities dealers at the original offeri not in excess of $16.00 per note. Such securities dealers may include Wells Fargo Advisors, LLC, one of ou |

# Fixed Rate Callable Notes

## Notes due November 15, 2027

### Terms of the Notes (Continued)

| | |
|---|---|
| **Denominations:** | $1,000 and any integral multiple of $1,000 |
| **CUSIP:** | 94986RMB4 |
| **Material Tax Consequences:** | The notes will be treated as debt instruments for United States federal income tax purposes. Accordingly, yo interest on the notes in income at the time the interest is paid or accrued, depending on your method of acco read the discussion entitled "United States Federal Income Tax Considerations" below on page PRS-9 for applicable to your notes, and we also urge you to discuss the tax consequences of your investment in the note |

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## Risk Factors

Your investment in the notes will involve risks not associated with an investment in conventional debt securities. You should carefully cons well as the other information contained in the prospectus supplement and prospectus, including the documents they incorporate by refer decision only after you have carefully considered with your advisors the suitability of an investment in the notes in light of your particular ci

**The Amount Of Interest You Receive May Be Less Than The Return You Could Earn On Other Investments.**

Interest rates may change significantly over the term of the notes, and it is impossible to predict what interest rates will be at any point in the notes may be more or less than prevailing market interest rates during the term of the notes and, as a result, the amount of interest you rec return you could earn on other investments.

**The Per Annum Interest Rate Will Affect Our Decision To Redeem The Notes.**

It is more likely that we will redeem the notes prior to the stated maturity date during periods when the remaining interest is to accrue on th which we would pay on a conventional fixed-rate non-redeemable note of comparable maturity. If we redeem the notes prior to the stated invest in other notes that yield as much interest as the notes.

**An Investment In The Notes May Be More Risky Than An Investment In Notes With A Shorter Term.**

The notes have a term of fifteen years, subject to our right to redeem the notes starting on November 15, 2016. By purchasing notes wit exposure to fluctuations in interest rates than if you purchased a note with a shorter term. In particular, you may be negatively affected if likelihood that we will redeem your notes will decrease and the interest rate payable on the notes may be less than the amount of inter investments. In addition, if you tried to sell your notes at such time, the value of your notes in any secondary market transaction would also be

**The Notes Are Subject To The Credit Risk Of Wells Fargo.**

The notes are our obligations and are not, either directly or indirectly, an obligation of any third party, and any amounts payable under the no As a result, our actual and perceived creditworthiness and actual or anticipated decreases in our credit ratings may affect the value of the no on our obligations, you may not receive any amounts owed to you under the terms of the notes.

**The Agent Discount, Structuring And Development Costs, Offering Expenses And Certain Hedging Costs Are Likely To Adversely A Sell Your Notes.**

Assuming no changes in market conditions or any other relevant factors, the price, if any, at which you may be able to sell the notes will lik price. The original offering price includes, and any price quoted to you is likely to exclude, the agent discount paid in connection with development costs, offering expenses and the projected profit that our hedge counterparty (which may be one of our affiliates) expects to re risks inherent in hedging our obligations under the notes. In addition, any such price is also likely to reflect dealer discounts, mark-ups discount to account for costs associated with establishing or unwinding any related hedge transaction. The price at which the agent or any buy your notes will also be affected by the interest rate provided by the notes and by the market and other conditions discussed in the next ris

**The Value Of The Notes Prior To Stated Maturity Will Be Affected By Numerous Factors, Some Of Which Are Related In Complex**

The value of the notes prior to stated maturity will be affected by interest rates at that time and a number of other factors, some of which effect of any one factor may be offset or magnified by the effect of another factor. The following factors, among others, are expected to affec to the "value" of your note, we mean the value that you could receive for your note if you are able to sell it in the open market before the state

# Fixed Rate Callable Notes

## Notes due November 15, 2027

### Risk Factors (Continued)

- **Interest Rates**. The value of the notes may be affected by changes in the interest rates in the U.S. markets.
- **Our Credit Ratings, Financial Condition And Results Of Operation**. Actual or anticipated changes in our credit r operation may affect the value of the notes. However, because the return on the notes is dependent upon factors obligations under the notes, such as whether we exercise our option to redeem the notes, an improvement in our cred of operation will not reduce the other investment risks related to the notes.

**The Notes Will Not Be Listed On Any Securities Exchange And We Do Not Expect A Trading Market For The Notes To Develop.**

The notes will not be listed or displayed on any securities exchange or any automated quotation system. Although the agent and/or its affiliate they are not obligated to do so and are not required to make a market for the notes. There can be no assurance that a secondary market will d any market makers will participate in a secondary market for the notes, the price at which you may be able to sell your notes is likely to d agent is willing to buy your notes.

If a secondary market does exist, it may be limited. Accordingly, there may be a limited number of buyers if you decide to sell your notes p the price you receive upon such sale. Consequently, you should be willing to hold the notes to stated maturity.

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## Survivor's Option

We have agreed to repay the notes, if requested by the authorized representative of the beneficial owner of such notes, following the death notes were acquired by the beneficial owner at least six months prior to the request. We refer to this agreement as the "survivor's option."

Upon the valid exercise of the survivor's option and the proper tender of the notes for repayment, we will repay the notes, in whole or i principal amount of the deceased beneficial owner's beneficial interest in the notes, plus any accrued and unpaid interest to the date of repay

To be valid, the survivor's option must be exercised by or on behalf of the person who has authority to act on behalf of the deceased benefici the applicable jurisdiction (including, without limitation, the personal representative of or the executor of the estate of the deceased benefic with the deceased beneficial owner).

A beneficial owner of a note is a person who has the right, immediately prior to such person's death, to receive the proceeds from the dispos receive the principal amount of the note plus any accrued and unpaid interest.

The death of a person holding a beneficial ownership interest in a note as a joint tenant or tenant by the entirety with another person, or as holder's spouse, will be deemed the death of a beneficial owner of that note, and the entire principal amount of the note held in this manner exercise of the survivor's option. However, the death of a person holding a beneficial ownership interest in a note as tenant in common holder's spouse will be deemed the death of a beneficial owner only with respect to such deceased person's interest in the note, and percentage interest in the principal amount of the note will be subject to repayment.

The death of a person who, during his or her lifetime, was entitled to substantially all of the beneficial ownership interests in a note will owner of that note for purposes of the survivor's option, regardless of whether that beneficial owner was the registered holder of the note, be established to the satisfaction of Wells Fargo Bank, N.A., as our paying agent (the "paying agent"). A beneficial ownership interest will nominee ownership, ownership under the Uniform Transfers to Minors Act or Uniform Gifts to Minors Act, community property, or other jo husband and wife. In addition, the beneficial ownership interest in a note will be deemed to exist in custodial and trust arrangements whe ownership interest in that note during his or her lifetime. In the case of a joint trust, the joint tenant rules above will apply to the respective b

We have the discretionary right to limit the aggregate principal amount of the notes as to which exercises of the survivor's option will representative for any individual deceased beneficial owner of notes in any calendar year to $250,000. In addition, we will not permit the note with a principal amount of less than $1,000, and we will not permit the exercise of the survivor's option if such exercise will result in than $1,000 outstanding.

An otherwise valid election to exercise the survivor's option may not be withdrawn. An election to exercise the survivor's option will be ac by the paying agent, except for any note the acceptance of which would contravene the limitation described above. Notes accepted for survivor's option normally will be repaid on the first interest payment date that occurs 20 or more calendar days after the date of the acce date of a note tendered pursuant to a valid exercise of the survivor's option is July 10, 2015, we would normally repay or repurchase occurring on August 15, 2015, because the July 15, 2015 interest payment date would occur less than 20 days from the date of acceptance. in a calendar year due to the application of the limitation described in the preceding paragraph will be deemed to be tendered in the follow all such notes were originally tendered. If a note tendered through a valid exercise of the survivor's option is not accepted, the paying agent to the registered holder, at that holder's last known address as indicated in the note register, that states the reason that note has not been accep

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## Survivor's Option (Continued)

Since the notes will be represented by a global security, DTC, as depository, or its nominee will be treated as the holder of the notes and w the survivor's option for such notes. To obtain repayment of a note pursuant to exercise of the survivor's option, the deceased beneficial o provide the following items to the broker or other entity through which the beneficial interest in the note is held by the deceased beneficial ow

- appropriate evidence satisfactory to the paying agent that:

  (a) the deceased was the beneficial owner of the note at the time of death and his or her interest in the note was acquired by six months prior to the request for repayment,

  (b) the death of the beneficial owner has occurred and the date of death, and

  (c) the representative has authority to act on behalf of the deceased beneficial owner;
- if the beneficial interest in the note is held by a nominee or trustee of, or custodian for, or other person in a similar capaci certificate satisfactory to the paying agent from the nominee, trustee, custodian or similar person attesting to the deceased's ben
- a written request for repayment signed by the authorized representative of the deceased beneficial owner with the signatu registered national securities exchange or of the Financial Industry Regulatory Authority, Inc. or a commercial bank o correspondent in the United States;
- if applicable, a properly executed assignment or endorsement;
- tax waivers and any other instruments or documents that the paying agent reasonably requires in order to establish the validity and the claimant's entitlement to payment; and
- any additional information the paying agent requires to evidence satisfaction of any conditions to the exercise of the survi ownership or authority to make the election and to cause the repayment of the note.

In turn, the broker or other entity will deliver each of these items to the paying agent and will certify to the paying agent that the broker beneficial owner.

We retain the right to limit the aggregate principal amount of notes as to which exercises of the survivor's option will be accepted by us fro individual deceased beneficial owner of notes in any calendar year as described above. All other questions regarding the eligibility or va option will be determined by the paying agent, in its sole discretion, which determination will be final and binding on all parties.

The broker or other entity will be responsible for disbursing payments received from the paying agent to the authorized representative. S Notes—Book-Entry, Delivery and Form" in the prospectus supplement.

Forms for the exercise of the survivor's option may be obtained from Wells Fargo Bank, N.A., Corporate Trust Operations, 608 2nd Avenue Reorg, 1-612-316-2449.

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## United States Federal Income Tax Considerations

*The following is a general description of the material United States federal income tax considerations relating to the notes. It does no all tax considerations relating to the notes. Prospective purchasers of the notes should consult their tax advisors as to the consequence which they are resident for tax purposes and the United States federal income tax consequences of acquiring, holding and disposing under the notes. This summary is based upon the law as in effect on the date of this pricing supplement and is subject to any change date.*

The discussion below applies to you only if you purchase your notes in this offering and you hold your notes as capital assets for tax purpose you are a member of a class of holders subject to special rules, such as:

- a dealer in securities,
- a trader in securities that elects to use a mark-to-market method of tax accounting for your securities holdings,
- a bank,
- a life insurance company,
- a tax-exempt organization,
- a person that owns the notes as part of a straddle, a hedging, a conversion or other integrated transaction for tax purposes,
- a person that purchases or sells notes as part of a wash sale for tax purposes,
- a person subject to the alternative minimum tax, or
- a United States holder (as defined below) whose functional currency for tax purposes is not the U.S. dollar.

This discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), its legislative history, existing and proposed rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

If a partnership holds the notes, the United States federal income tax treatment of a partner will generally depend on the status of the partner A partner in a partnership holding the notes should consult its tax advisor with regard to the United States federal income tax treatment of an

Except as otherwise noted under "—Non-United States Holders" below, this discussion is only applicable to you if you are a United S holder" if you are a beneficial owner of a note and you are: (i) a citizen or resident of the United States, (ii) a domestic corporation, (iii United States federal income tax regardless of its source, or (iv) a trust, if a United States court can exercise primary supervision over the United States persons are authorized to control all substantial decisions of the trust.

In the opinion of our special tax counsel, Sullivan & Cromwell LLP, the notes will be treated as debt instruments for U.S. federal incon treated as issued with original issue discount.

The interest on a note will be taxable to you as ordinary interest income at the time it accrues or is received in accordance with your normal

Upon the sale, exchange, redemption (*i.e.*, if we exercise our right to redeem the notes or otherwise), maturity or other disposition of yo

capital gain or loss equal to the difference, if any, between (i) the amount realized on the disposition (other than amounts attributable to accru treated as such) and (ii) your adjusted tax basis in the notes. If you are an initial holder that purchased the notes at par, your adjusted tax bas paid for the notes. Capital gain of individual taxpayers from the sale, exchange, redemption, maturity or other disposition of a note held for reduced rates of taxation. The deductibility of a capital loss realized on the sale, exchange, redemption, maturity or other disposition of a not

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## United States Federal Income Tax Considerations (Continued)

*Medicare Tax*. For taxable years beginning after December 31, 2012, a U.S. person that is an individual or estate, or a trust that does not exempt from such tax, will be subject to a 3.8% tax (the "Medicare tax") on the lesser of (1) the U.S. person's "net investment income" fo excess of the U.S. person's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals wi depending on the individual's circumstances). A United States holder's net investment income will generally include its gross interest i exchange, redemption or maturity of the notes, unless such gross interest income or net gains are derived in the ordinary course of the cond trade or business that consists of certain passive or trading activities). If you are a U.S. person that is an individual, estate or trust, you regarding the applicability of the Medicare tax to your net gains and gross interest income in respect of your investment in the notes.

*Non-United States Holders*. If you are not a United States holder, subject to the discussion of backup withholding and information reporting gain from the sale or exchange of a note that is attributable to accrued interest) in respect of your notes will not be subject to U.S. federal i that:

- you do not actually or constructively own 10% or more of the total combined voting power of all classes of our capital stock that are Section 871(h)(3) of the Code;
- you are not a "controlled foreign corporation" that is, directly or indirectly, related to us through stock ownership;
- you are not a bank whose receipt of interest on your notes is described in Section 881(c)(3)(A) of the Code;
- the interest is not effectively connected with the conduct of a trade or business in the United States; and
- you (i) provide your name and address and certify, under penalties of perjury, that you are not a U.S. person (which certification ma (the "IRS") Form W-8BEN (or other applicable form)); or (ii) hold your notes through certain foreign intermediaries and satisfy the c Treasury Regulations. Special certification rules apply to holders that are pass-through entities.

If the requirements described above are not satisfied, a 30% withholding tax will generally apply to the gross amount of interest on the no effectively connected with the conduct of a trade or business within the United States, you would not be subject to the 30% withholding tax p Form W-8ECI; however, you would be subject to United States federal income tax in the same manner as United States holders as describ tax treaty provides otherwise, and, if you are a corporation, you could be subject to a branch profits tax with respect to such income at a rat applicable income tax treaty).

In addition, you generally will not be subject to United States federal income tax on capital gain realized on the sale, exchange, redempti notes, unless:

- you are an individual present in the United States for 183 days or more in the taxable year of the disposition and certain other conditio
- the gain is effectively connected with your conduct of a trade or business in the United States (or, if certain tax treaties apply, is attrib the United States).

If the first exception applies to you, you generally will be subject to United States federal income tax at a rate of 30% (or at a reduced rate on the amount by which capital gains allocable to United States sources (including gains from the sale, exchange, redemption or matur allocable to United States sources. If the second exception applies to you, you generally will be subject to United States federal income ta

manner as United States holders, as described above, unless an applicable income tax treaty provides otherwise. Additionally, corporations with respect to such gain at a rate of 30% (or at a reduced rate under an applicable income tax treaty).

# Fixed Rate Callable Notes

**Notes due November 15, 2027**

## United States Federal Income Tax Considerations (Continued)

*Backup Withholding and Information Reporting*. In general, if you are a non-corporate United States holder, Wells Fargo and other payo payments made to you on your notes. In addition, Wells Fargo and other payors are required to report to the IRS any payment of proceeds before maturity within the United States (as well as the proceeds of certain sales outside the United States). Additionally, backup withholdi you on your notes if you fail to provide an accurate taxpayer identification number or you are notified by the IRS that you have failed to repo be shown on your United States federal income tax returns. If you are a non-United States holder of notes, we must report annually to the payments we make to you and the tax withheld with respect to such payments, regardless of whether withholding was required. You w withholding regarding payments we make to you provided that we do not have actual knowledge or reason to know that you are a United Sta certification and identification requirements as to your foreign status.