WELLS FARGO & CO/MN

Form 4

October 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

January 31, 2005

0.5

Estimated average burden hours per

response...

10% Owner

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year)

WELLS FARGO & CO/MN [WFC]

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

CALLAHAN PATRICIA R

420 MONTO	`	(Month/Day/Year) 09/21/2005					Director 10% Owner X Officer (give title Other (specify below) Executive Vice President				
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
SAN FRAN		iitti/Day/1ear)					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(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. Transa Code (Instr.	8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)	
Common Stock, \$1 2/3 par value	09/21/2005		G	V		D	\$ 0	96,837	I	Through family trust	
Common Stock, \$1 2/3 par value	09/22/2005		G	V	169	D	\$0	96,668	I	Through family trust	
Common Stock, \$1 2/3 par value								7,428	I	Through children	

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Common Stock, \$1 2/3 par value 1,481.0287 (1) I 401(k) Plan

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.

SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) on Disposed of (Disposed of (Disposed 5)	Expiration I (Month/Day r	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	09/30/2005		A	12.4495	(3)	(3)	Common Stock, \$1 2/3 par value	12.4495	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CALLAHAN PATRICIA R 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104

Executive Vice President

Signatures

Patricia R. Callahan, by Robert S. Singley, Attorney-in-Fact

10/03/2005

**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 share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of September 30, 2005, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.

(2) Conversion price is 1-for-1

Reporting Owners 2

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(3) Payable in 10 annual installments beginning March 1, 2018

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.