RICE DONALD B
Form 4
February 02, 2006

# FORM 4

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
*See* Instruction
1(b).

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

### STATEMENT OF CHANGES IN 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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*] <br> **RICE DONALD B** | 2. Issuer Name **and** Ticker or Trading Symbol <br> **WELLS FARGO & CO/MN [WFC]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)　(First)　(Middle) <br> **1545 17TH STREET** <br> (Street) | 3. Date of Earliest Transaction (Month/Day/Year) <br> **02/01/2006** | (Check all applicable) <br> __X__ Director 　　_____ 10% Owner <br> _____ Officer (give title 　_____ Other (specify below) 　　　　below) |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| **SANTA MONICA, CA 90404** | | |
| (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. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, $1 2/3 par value | 02/01/2006 | | M | | 5,000 | A | $ 25.04 | 72,457 | D | |
| Common Stock, $1 2/3 par value | 02/01/2006 | | M | | 5,000 | A | $ 26.48 | 77,457 | D | |
| Common Stock, $1 2/3 par value | | | | | | | | 4,380 | I | Through IRA |

| Common Stock, $1 2/3 par value | | | | | | 1,520 | I | Through Spouse's IRA |

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. Transaction Code (Instr. 8) | | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | | | | | |
| Director Stock Option | $ 25.04 | 02/01/2006 | | M | | | 5,000 | | 04/16/1997 | 04/16/2006 | Common Stock, $1 2/3 par value | 5,000 | |
| Director Stock Option | $ 26.48 | 02/01/2006 | | M | | | 5,000 | | 04/15/1998 | 04/15/2007 | Common Stock, $1 2/3 par value | 5,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| RICE DONALD B 1545 17TH STREET SANTA MONICA, CA 90404 | X | | | |

# Signatures

| Donald B. Rice, by Robert S. Singley, Attorney-in-Fact | 02/02/2006 |
|---|---|
| **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).

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.