

Modjtabai Avid
Form 4
May 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Modjtabai Avid

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

3. Date of Earliest Transaction (Month/Day/Year)

04/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price | | |
| Common Stock, \$1 2/3 par value | 04/27/2006 | | M | | 4,000 A \$ 32.66 | 25,856.045 | I Through trust |
| Common Stock, \$1 2/3 par value | 04/27/2006 | | M | | 17,050 A \$ 45.24 | 42,906.045 | I Through trust |
| Common Stock, \$1 2/3 par value | 04/27/2006 | | F | | 16,169 D \$ 65.6 | 26,737.045 (1) | I Through trust |

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Common Stock, \$1 2/3 par value 1,627.1923 (2) I Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Purchase Option | \$ 32.66 | 04/27/2006 | | M | 1,850 | 02/17/1999 02/17/2008 | Common Stock, \$1 2/3 par value | 1,850 |
| Employee Stock Purchase Option | \$ 32.66 | 04/27/2006 | | M | 1,850 | 02/17/2000 02/17/2008 | Common Stock, \$1 2/3 par value | 1,850 |
| Employee Stock Purchase Option | \$ 32.66 | 04/27/2006 | | M | 300 | 02/17/2001 02/17/2008 | Common Stock, \$1 2/3 par value | 300 |
| Employee Stock Purchase Option | \$ 45.24 | 04/27/2006 | | M | 6,554 | 02/25/2005 02/25/2013 | Common Stock, \$1 2/3 par value | 6,554 |
| Employee Stock Purchase Option | \$ 45.24 | 04/27/2006 | | M | 10,496 | 02/25/2006 02/25/2013 | Common Stock, \$1 2/3 par value | 10,496 |
| Employee Stock Purchase Option | \$ 65.6 | 04/27/2006 | | A | 13,610 | 04/27/2006 02/25/2013 | Common Stock, \$1 2/3 par value | 13,610 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Modjtabai Avid 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | | | Executive Vice President | |

Signatures

Avid Modjtabai, by Robert S. Singley, as
Attorney-in-Fact

05/01/2006

__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).
Includes 4,093 shares resulting from vesting of three grants of restricted share rights but whose delivery has been deferred to July 1, 2008,
(1) 2009 and 2010, respectively; these shares will be subject to withholding for income taxes on those dates. Also includes 3,581.045 shares in dividend reinvestment plan as of March 1, 2006.
(2) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of March 31, 2006, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.

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.