

STUMPF JOHN G
Form 4/A
February 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
STUMPF JOHN G

2. Issuer Name and Ticker or Trading Symbol
WELLS FARGO & CO/MN [WFC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
420 MONTGOMERY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Group Executive Vice President

SAN FRANCISCO, CA 94104
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/11/2005

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 | (D) | Price | | | |
| Common Stock, \$1 2/3 par value | 03/09/2005 | | M | | 43,687 | A | \$ 33.5 | 88,962 ⁽¹⁾ | I | Through family trust |
| Common Stock, \$1 2/3 par value | 03/09/2005 | | M | | 34,446 | A | \$ 36.7813 | 123,408 ⁽¹⁾ | I | Through family trust |
| Common Stock, \$1 2/3 par value | 03/09/2005 | | F | | 60,115 | D | \$ 60.79 | 63,293 ⁽¹⁾ | I | Through family trust |

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| | | | |
|---------------------------------|---------------------------|---|----------------------|
| Common Stock, \$1 2/3 par value | 2,883.928 | I | Through IRA |
| Common Stock, \$1 2/3 par value | 2,008.278 | I | Through spouse's IRA |
| Common Stock, \$1 2/3 par value | 200 | I | By daughter |
| Common Stock, \$1 2/3 par value | 39,172.2098 <u>(2)</u> | I | Through 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.

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Purchase Option | \$ 33.5 | 03/09/2005 | | M | 11,387 | 02/22/2002 02/22/2010 | Common Stock, \$1 2/3 par value | 11 | |
| Employee Stock Purchase Option | \$ 33.5 | 03/09/2005 | | M | 32,300 | 02/22/2003 02/22/2010 | Common Stock, \$1 2/3 par value | 32 | |
| Employee Stock Purchase Option | \$ 36.7813 | 03/09/2005 | | M | 34,446 | 07/29/1999 07/28/2008 | Common Stock, \$1 2/3 par value | 34 | |

