

WELLS FARGO & CO/MN

Form 4

March 07, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUNIO DAVID J

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WELLS FARGO & CO/MN [WFC]

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

03/03/2006

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) 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 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)
Common Stock, \$1 2/3 par value	03/03/2006		M	36,733 A \$ 45.24	76,736	I	Through Family Trust
Common Stock, \$1 2/3 par value	03/03/2006		M	15,733 A \$ 46.6	92,469	I	Through Family Trust
Common Stock, \$1 2/3 par value	03/03/2006		M	820 A \$ 49.58	93,289	I	Through Family Trust

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Common Stock, \$1 2/3 par value	03/03/2006	F	43,603	D	\$ 63.84	49,686	I	Through Family Trust
Common Stock, \$1 2/3 par value						11,443.74 ⁽¹⁾	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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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Purchase Option	\$ 45.24	03/03/2006		M		18,367		02/25/2005	02/25/2013	Common Stock, \$1 2/3 par value	18,367
Employee Stock Purchase Option	\$ 45.24	03/03/2006		M		18,366		02/25/2006	02/25/2013	Common Stock, \$1 2/3 par value	18,366
Employee Stock Purchase Option	\$ 46.6	03/03/2006		M		15,733		02/26/2005	02/26/2012	Common Stock, \$1 2/3 par value	15,733
Employee Stock Purchase Option	\$ 49.58	03/03/2006		M		820		02/27/2004	02/27/2011	Common Stock, \$1 2/3 par value	820
Employee Stock Purchase Option	\$ 63.84	03/03/2006		A		29,775		03/03/2006	02/25/2013	Common Stock, \$1 2/3 par value	29,775

Employee Stock Purchase Option	\$ 63.84	03/03/2006	A	12,971	03/03/2006	02/26/2012	Common Stock, \$1 2/3 par value	12
Employee Stock Purchase Option	\$ 63.84	03/03/2006	A	700	03/03/2006	02/27/2011	Common Stock, \$1 2/3 par value	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNIO DAVID J 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071			Executive Vice President	

Signatures

David J. Munio, by Robert S. Singley,
Attorney-in-Fact

03/07/2006

____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).
- (1) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of February 28, 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.
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