

OMAN MARK C
Form 4
March 01, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OMAN MARK C

(Last) (First) (Middle)

ONE HOME CAMPUS, 4TH FLOOR

(Street)

DES MOINES, IA 50328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

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

02/26/2010

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)

Sr. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$1 2/3 Par Value | 02/27/2010 | | A | 2,604 (1) A \$ 0 | 583,937 | D | |
| Common Stock, \$1 2/3 Par Value | | | | | 4,160 | I | As Custodian For Daughter Under Uigma |
| Common Stock, \$1 | | | | | 4,160 | I | As Custodian |

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| | | | | | | |
|---------------------------------|--|---------------------------|---|--|--|---------------------|
| 2/3 Par Value | | | | | | For Son Under Ugma |
| Common Stock, \$1 2/3 Par Value | | 17,848.7369 <u>(2)</u> | I | | | Through 401(k) Plan |
| Common Stock, \$1 2/3 Par Value | | 110,000 | I | | | Through Family Llc |
| 8% Pfd., Series J | | 3,000 | D | | | |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Stock Units | <u>(3)</u> | 02/26/2010 | | A | 140.1425 | <u>(4)</u> <u>(4)</u> | Common Stock, \$1 2/3 Par Value 140.1425 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OMAN MARK C ONE HOME CAMPUS 4TH FLOOR DES MOINES, IA 50328 | | | Sr. Executive Vice President | |

Signatures

Mark C. Oman, by Anthony R. Augliera, as
Attorney-in-Fact

03/01/2010

__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).

Shares of Wells Fargo & Company (the "Company") common stock acquired under the Company's Long-Term Incentive Compensation Plan. As a condition to receiving these shares, the reporting person agreed to hold and not transfer, for the entire period during which the

- (1) Company has any obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program (the "Restriction Period"), all of the shares received. These transfer restrictions will terminate upon the earlier of the end of the Restriction Period or the date of the reporting person's death or disability.
- (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of January 31, 2010, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (3) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan.
- (4) Supplemental 401(k) plan shares payable upon retirement.

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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