

OMAN MARK C
Form 4
March 03, 2005

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 *
OMAN MARK C

(Last) (First) (Middle)

ONE HOME CAMPUS, 6TH
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)

03/01/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, \$1 2/3 par value	03/01/2005		M	3,927.3443 A	\$ 0 231,768.3443	D	
Common Stock, \$1 2/3 par value	03/01/2005		F	1,218.3443 D	\$ 59.85 230,550	D	
Common Stock, \$1 2/3 par value					30,000	I	Through family LLC

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Common Stock, \$1 2/3 par value	2,080	I	As custodian for son under UGMA
Common Stock, \$1 2/3 par value	2,080	I	As custodian for daughter under UGMA
Common Stock, \$1 2/3 par value	7,648.1442 ⁽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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	<u>(2)</u>	03/01/2005		M			1,833.6461	<u>(3)</u>	<u>(3)</u>	Common Stock, \$1 2/3 par value
Phantom Stock Units	<u>(2)</u>	03/01/2005		M			2,093.6982	<u>(4)</u>	<u>(4)</u>	Common Stock, \$1 2/3 par value
Phantom Stock Units	<u>(2)</u>	03/01/2005		A		2,698.3107		<u>(5)</u>	<u>(5)</u>	Common Stock, \$1 2/3 par value
Phantom Stock Units	<u>(2)</u>	03/01/2005		A		1.5868		<u>(5)</u>	<u>(5)</u>	Common Stock, \$1 2/3 par

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMAN MARK C ONE HOME CAMPUS 6TH FLOOR DES MOINES, IA 50328			Group Executive Vice President	

Signatures

Mark C. Oman, by Robert S. Singley,
Attorney-in-Fact

03/03/2005

__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, 2005, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Conversion price is 1-for-1
- (3) Payable in 4 annual installments beginning March 1, 2003
- (4) Payable in 3 annual installments beginning March 1, 2005
- (5) Payable in lump sum 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. 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.