

STUMPF JOHN G
Form 4
October 25, 2006

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 *
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

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2006

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

(Street)
SAN FRANCISCO, CA 94104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, \$1 2/3 par value | 10/24/2006 | | M | 126,481 A \$ 23.3 | 375,775 ⁽¹⁾ | I | Through family trust |
| Common Stock, \$1 2/3 par value | 10/24/2006 | | M | 268,196 A \$ 22.62 | 643,971 ⁽¹⁾ | I | Through family trust |
| Common Stock, \$1 2/3 par value | 10/24/2006 | | F | 313,911 D \$ 36.67 | 330,060 ⁽¹⁾ | I | Through family trust |

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| | | |
|---------------------------------|---|------------------------------------|
| Common Stock, \$1 2/3 par value | 6,055.028 ⁽¹⁾ I | Through IRA |
| Common Stock, \$1 2/3 par value | 4,216.532 ⁽¹⁾ I | Through spouse's IRA |
| Common Stock, \$1 2/3 par value | 1,346.034 ⁽¹⁾ I | Through self-employed pension plan |
| Common Stock, \$1 2/3 par value | 79,793.5384 ⁽¹⁾ ⁽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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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Purchase Option | \$ 23.3 | 10/24/2006 | | M | 126,481 | 02/26/2003 02/26/2012 | Common Stock, \$1 2/3 par value |
| Employee Stock Purchase Option | \$ 22.62 | 10/24/2006 | | M | 84,550 | 02/25/2005 02/25/2013 | Common Stock, \$1 2/3 par value |
| Employee Stock Purchase Option | \$ 22.62 | 10/24/2006 | | M | 183,646 | 02/25/2006 02/25/2013 | Common Stock, \$1 2/3 par value |
| | \$ 36.67 | 10/24/2006 | | A | 201,402 | 10/24/2006 02/25/2013 | |

| | | | | | | | | |
|--------------------------------|----------|------------|---|--------|------------|------------|--|---------------------------------|
| Employee Stock Purchase Option | | | | | | | | Common Stock, \$1 2/3 par value |
| Employee Stock Purchase Option | \$ 36.67 | 10/24/2006 | A | 96,505 | 10/24/2006 | 02/26/2012 | | Common Stock, \$1 2/3 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | X | | President & COO | |

Signatures

John G. Stumpf, by Robert S. Singley,
Attorney-in-Fact 10/25/2006

 **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) Amounts, and where applicable option exercise prices, reflect a 2-for-1 stock split in the form of a 100 percent stock dividend distributed on August 11, 2006
 - (2) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of September 30, 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.