

STUMPF JOHN G
Form 4/A
February 10, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STUMPF JOHN G

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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

WELLS FARGO & CO/MN [WFC]

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

03/09/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify 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	03/09/2005		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.

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SEC 1474
(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)	
						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	11,387
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	32,300
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	34,446

Employee Stock Purchase Option	\$ 60.79	03/09/2005	A	30,938	03/09/2005	02/22/2010	Common Stock, \$1 2/3 par value	30
Employee Stock Purchase Option	\$ 60.79	03/09/2005	A	25,602	03/09/2005	07/28/2008	Common Stock, \$1 2/3 par value	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104			Group Executive Vice President	

Signatures

John G. Stumpf, by Robert S. Singley,
Attorney-in-Fact

02/10/2006

__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) Holdings through family trust increased by 360 shares inadvertently omitted from this report and subsequent filings until the filing made on October 24, 2005.
- (2) 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.

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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