

HOYT DAVID A
Form 4
April 29, 2010

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 *
HOYT DAVID A

(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)

04/28/2010

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 below) ____ Other (specify below)

Sr. 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1 2/3 Par Value	04/28/2010		M		191,933	A	\$ 23.3	472,264	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	04/28/2010		F		163,076	D	\$ 32.45	309,188	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	04/28/2010		M		229,783	A	\$ 24.79	538,971	I	Through Family Trust

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Common Stock, \$1 2/3 Par Value	04/28/2010	F	197,779	D	\$ 32.45	341,192	I	Through Family Trust
Common Stock, \$1 2/3 Par Value						68,522	D	
Common Stock, \$1 2/3 Par Value						1,680	I	By Trust for AH
Common Stock, \$1 2/3 Par Value						1,680	I	By Trust for EH(1)
Common Stock, \$1 2/3 Par Value						1,680	I	By Trust for EH(2)
Common Stock, \$1 2/3 Par Value						1,680	I	By Trust for MH(1)
Common Stock, \$1 2/3 Par Value						1,680	I	By Trust for MH(2)
Common Stock, \$1 2/3 Par Value						49,228.2696 (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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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 A Underlying Se (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Purchase Option	\$ 23.3	04/28/2010	M			191,933	02/26/2003	02/26/2012	Common Stock, \$1 2/3 Par Value
Employee Stock Purchase Option	\$ 24.79	04/28/2010	M			229,783	02/27/2002	02/27/2011	Common Stock, \$1 2/3 Par Value
Employee Stock Purchase Option	\$ 32.45	04/28/2010	A		194,525		04/28/2010	02/27/2011	Common Stock, \$1 2/3 Par Value
Employee Stock Purchase Option	\$ 32.45	04/28/2010	A		156,754		04/28/2010	02/26/2012	Common Stock, \$1 2/3 Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOYT DAVID A 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104			Sr. Executive Vice President	

Signatures

David A. Hoyt, by Ross E. Jeffries, as
Attorney-in-Fact

04/29/2010

____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).
- (1) Reflects share equivalent of units in the Wells Fargo ESOP Fund of the Wells Fargo 401(k) Plan as of March 31, 2010, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo 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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