#### WELLS FARGO & CO/MN

Form 4 May 18, 2006

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

Estimated average

response...

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STROTHER JAMES M			2. Issuer Name and Ticker or Trading Symbol WELLS FARGO & CO/MN [WFC]					5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 633 FOLSOM STREET, 7TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 05/17/2006					(Check all applicable)  Director		
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any		3. Transacti Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed 4 and 3	equired l of (D)	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
Stock, \$1 2/3 par value	05/17/2006			M	18,110	A	\$ 45.24	44,680	D	
Common Stock, \$1 2/3 par value	05/17/2006			M	13,840	A	\$ 49.58	58,520	D	
Common Stock, \$1 2/3 par value	05/17/2006			F	26,103	D	\$ 67.92	32,417	D	

#### Edgar Filing: WELLS FARGO & CO/MN - Form 4

Common Stock, \$1	11,084.2565	Through
2/3 par	<u>(1)</u>	401(k) Plan
value		

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.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactio Code (Instr. 8)	5. Number of in 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Employee Stock Purchase Option	\$ 45.24	05/17/2006		M		6,037	02/25/2004	02/25/2013	Common Stock, \$1 2/3 par value	6,0
Employee Stock Purchase Option	\$ 45.24	05/17/2006		M		6,037	02/25/2005	02/25/2013	Common Stock, \$1 2/3 par value	6,0
Employee Stock Purchase Option	\$ 45.24	05/17/2006		M		6,036	02/25/2006	02/25/2013	Common Stock, \$1 2/3 par value	6,0
Employee Stock Purchase Option	\$ 49.58	05/17/2006		M		4,614	02/27/2002	02/27/2011	Common Stock, \$1 2/3 par value	4,6
Employee Stock Purchase Option	\$ 49.58	05/17/2006		M		4,613	02/27/2003	02/27/2011	Common Stock, \$1 2/3 par value	4,0
Employee Stock Purchase Option	\$ 49.58	05/17/2006		M		4,613	02/27/2004	02/27/2011	Common Stock, \$1 2/3 par value	4,6

#### Edgar Filing: WELLS FARGO & CO/MN - Form 4

Employee Stock Purchase Option	\$ 67.92	05/17/2006	A	14,178	05/17/2006	02/25/2013	Common Stock, \$1 2/3 par value	14
Employee Stock Purchase Option	\$ 67.92	05/17/2006	A	11,409	05/17/2006	02/27/2011	Common Stock, \$1 2/3 par value	11

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STROTHER JAMES M 633 FOLSOM STREET 7TH FLOOR SAN FRANCISCO, CA 94107			Executive Vice President				
Signatures							
James M. Strother, by Robert S. Si Attorney-in-Fact	ngley,		05/18/2006				
**Signature of Reporting Pe	rson		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 April 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.

Reporting Owners 3