

EDWARDS WEBB
Form 4/A
May 03, 2005

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 *
EDWARDS WEBB

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)
8901 E. MOUNTAIN VIEW ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

SCOTTSDALE, AZ 85258

4. If Amendment, Date Original Filed(Month/Day/Year)
12/22/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, \$1 2/3 par value | 12/22/2004 | | S | 9,700 D \$ 62.12 | 99,422 | I | Through Family Trust |
| Common Stock, \$1 2/3 par value | 12/22/2004 | | S | 9,076 D \$ 62.13 | 90,346 | I | Through Family Trust |
| Common Stock, \$1 2/3 par value | 12/22/2004 | | S | 8,500 D \$ 62.14 | 81,846 | I | Through Family Trust |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|--------------------------|---|----------------------|
| Common Stock, \$1 2/3 par value | 12/22/2004 | S | 1,300 | D | \$ 62.15 | 80,546 | I | Through Family Trust |
| Common Stock, \$1 2/3 par value | 12/22/2004 | S | 1,200 | D | \$ 62.16 | 79,346 | I | Through Family Trust |
| Common Stock, \$1 2/3 par value | 12/22/2004 | S | 1,900 | D | \$ 62.17 | 77,446 | I | Through Family Trust |
| Common Stock, \$1 2/3 par value | 12/22/2004 | S | 8,200 | D | \$ 62.18 | 69,246 | I | Through Family Trust |
| Common Stock, \$1 2/3 par value | | | | | | 2,067.298 ⁽¹⁾ | I | Through 401(k) Plan |

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)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EDWARDS WEBB 8901 E. MOUNTAIN VIEW ROAD SCOTTSDALE, AZ 85258 | | | Executive Vice President | |

Signatures

| | |
|--|------------|
| C. Webb Edwards, by Robert S. Singley, Attorney-in-Fact | 05/03/2005 |
|--|------------|

__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 November 30, 2004, 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.