

WELLS FARGO & CO/MN

Form 4

April 20, 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
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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)

04/19/2006

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	04/19/2006		M		69,492	A	\$ 28.78	108,061	I	Through family trust
Common Stock, \$1 2/3 par value	04/19/2006		M		74,906	A	\$ 33.5	182,967	I	Through family trust
Common Stock, \$1 2/3 par value	04/19/2006		F		72,920	D	\$ 65.06	110,047	I	Through family trust

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Common Stock, \$1 2/3 par value	23,354.3258 <u>(1)</u>	I	Through 401(k) Plan
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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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Purchase Option	\$ 28.78	04/19/2006		M		40,040		11/18/1998	11/18/2007	Common Stock, \$1 2/3 par value	40,040
Employee Stock Purchase Option	\$ 28.78	04/19/2006		M		29,452		11/18/1999	11/18/2007	Common Stock, \$1 2/3 par value	29,452
Employee Stock Purchase Option	\$ 33.5	04/19/2006		M		3,750		02/22/2001	02/22/2010	Common Stock, \$1 2/3 par value	3,750
Employee Stock Purchase Option	\$ 33.5	04/19/2006		M		67,333		02/22/2002	02/22/2010	Common Stock, \$1 2/3 par value	67,333
Employee Stock Purchase Option	\$ 33.5	04/19/2006		M		3,823		02/22/2003	02/22/2010	Common Stock, \$1 2/3 par value	3,823
Employee Stock Purchase Option	\$ 65.06	04/19/2006		A		51,286		04/19/2006	02/22/2010	Common Stock, \$1 2/3 par value	51,286

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 Robert S. Singley,
Attorney-in-Fact

04/20/2006

__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) Reflects share equivalent of units in the Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of March 31, 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.
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