

Modjtabai Avid
Form 4
May 01, 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 *
Modjtabai Avid

(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)

04/27/2006

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 _____ Other (specify
below) below)

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	04/27/2006		M	4,000 A	\$ 32.66 25,856.045	I	Through trust
Common Stock, \$1 2/3 par value	04/27/2006		M	17,050 A	\$ 45.24 42,906.045	I	Through trust
Common Stock, \$1 2/3 par value	04/27/2006		F	16,169 D	\$ 65.6 (1) 26,737.045	I	Through trust

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Common Stock, \$1 2/3 par value	1,627.1923 (2)	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	\$ 32.66	04/27/2006		M			1,850	02/17/1999	02/17/2008	Common Stock, \$1 2/3 par value	1,850
Employee Stock Purchase Option	\$ 32.66	04/27/2006		M			1,850	02/17/2000	02/17/2008	Common Stock, \$1 2/3 par value	1,850
Employee Stock Purchase Option	\$ 32.66	04/27/2006		M			300	02/17/2001	02/17/2008	Common Stock, \$1 2/3 par value	300
Employee Stock Purchase Option	\$ 45.24	04/27/2006		M			6,554	02/25/2005	02/25/2013	Common Stock, \$1 2/3 par value	6,554
Employee Stock Purchase Option	\$ 45.24	04/27/2006		M			10,496	02/25/2006	02/25/2013	Common Stock, \$1 2/3 par value	10,496
Employee Stock Purchase Option	\$ 65.6	04/27/2006		A		13,610		04/27/2006	02/25/2013	Common Stock, \$1 2/3 par value	13,610

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Modjtabai Avid 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104			Executive Vice President	

Signatures

Avid Modjtabai, by Robert S. Singley, as
Attorney-in-Fact

05/01/2006

__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).

- Includes 4,093 shares resulting from vesting of three grants of restricted share rights but whose delivery has been deferred to July 1, 2008,
- (1) 2009 and 2010, respectively; these shares will be subject to withholding for income taxes on those dates. Also includes 3,581.045 shares in dividend reinvestment plan as of March 1, 2006.
 - (2) Reflects share equivalent of units in 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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