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

WELLS FA Form 4 March 03, 2	RGO & CO/MN 005									
<b>FORM</b> Check the if no lon subject the Section of Form 4 of Form 5 obligation may con <i>See</i> Instri 1(b).	nis box ger o 16. or Filed pur ons tinue. vuction	<b>IENT OI</b> rsuant to S (a) of the I	Wa F CHAN Section 1 Public U	ISHINGES IN NGES IN SECUI 16(a) of th Utility Hol	, D.C. 205 BENEFI RITIES ne Securitio	<b>49</b> C <b>IAL O</b> es Excha pany Act	E COMMISSION WNERSHIP OF unge Act of 1934, t of 1935 or Section 1940	N OMB Number: Expires: Estimated burden hou response.	urs per	
1. Name and Address of Reporting Person * ATKINS HOWARD I (Last) (First) (Middle) 3. (M			Symbol WELL 3. Date of	S FARG( of Earliest T Day/Year)	d Ticker or T D & CO/M Transaction	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>—</u> Director <u>—</u> 10% Owner <u>—</u> X_Officer (give title <u>—</u> 0ther (specify below) Executive Vice President & CFO			
				mendment, Date Original 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-l	Derivative S	ecurities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		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)				

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	Acquired (A) Disposed of (I (Instr. 3, 4, an	D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	03/01/2005		А		2,456.959		(2)	(2)	Common Stock, \$1 2/3 par value	2,456.959

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
ATKINS HOWARD I 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104			Executive Vice President & CFO					
Signatures								
Howard I. Atkins, by Robert S. Si	ngley,		03/03/2005					

Attorney-in-Fact

\*\*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) Conversion price is 1-for-1
- (2) Payable in lump sum upon retirement

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.