**QUIGLEY PHILIP** Form 4

April 28, 2005

#### FORM 4

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

Check this box if no longer

subject to Form 4 or

Section 16. 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

2. Issuer Name and Ticker or Trading

WELLS FARGO & CO/MN [WFC]

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \*

**QUIGLEY PHILIP** 

(First) (Middle)

130 KEARNY STREET, SUITE 3200

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

04/26/2005

Symbol

SAN FRANCISCO, CA 94108-4822

(State) (Zip)

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Instr. 3)

(Month/Day/Year)

Execution Date, if TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

or Code V Amount (D) Price

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 Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

1

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

Estimated average burden hours per

Expires:

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X Director

Applicable Line)

Officer (give title

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

2005

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4) and 5)					(
				Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	04/26/2005		A	1,099	<u>(2)</u>	<u>(2)</u>	Common Stock, \$1 2/3 par value	1,099	
Director Stock Option	\$ 59.15	04/26/2005		A	3,870	10/26/2005	04/26/2015	Common Stock, \$1 2/3 par value	3,870	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
QUIGLEY PHILIP 130 KEARNY STREET SUITE 3200 SAN FRANCISCO, CA 94108-4822	X					

# **Signatures**

Philip J. Quigley, by Robert S. Singley, Attorney-in-Fact 04/28/2005

\*\*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) Conversion price is 1-for-1
- (2) Payable in a lump sum on March 1 following cessation of board membership

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.

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