

EDWARDS WEBB  
Form 4  
May 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
04/29/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

SCOTTSDALE, AZ 85258

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock, \$1 2/3 par value	04/29/2005		M	12,616 A \$ 29.875	81,862	I	Through Family Trust
Common Stock, \$1 2/3 par value	05/01/2005		M	22,520 A \$ 0	104,382	I	Through Family Trust
Common Stock, \$1 2/3 par value	05/01/2005		F	8,997 D \$ 59.94	95,385	I	Through Family Trust

Common Stock, \$1 2/3 par value	2,276.1508 <u>(1)</u>	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)	
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Employee Stock Purchase Option	\$ 29.875	04/29/2005		M	12,616	08/12/1997    05/02/2005	Common Stock, \$1 2/3 par value	12,616
Restricted Share Rights	<u>(2)</u>	05/01/2005		M	22,520	05/01/2005    05/01/2005	Common Stock, \$1 2/3 par value	22,520

## 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 April 30, 2005, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Conversion price is 1-for-1

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.