WELLS FARGO & CO/MN

Form 4

February 22, 2007

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31,

2005

subject to Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

STUMPF JOHN G

(Middle)

Symbol WELLS FARGO & CO/MN [WFC]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

Director

420 MONTGOMERY STREET

(Month/Day/Year) 02/21/2007

X_ Officer (give title Other (specify

President & COO

below)

10% Owner

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

> > (Instr. 4)

Person

Issuer

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(Instr. 8) (A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4)

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

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---------------------------|------------------------------------|------------|------------------|-----------|---|------|---------------------|--------------------|--|----------------------------------|
| | | | | Code ' | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Phantom Stock Units | <u>(1)</u> | 02/21/2007 | | A | 7,536.3 | 3417 | (2) | (2) | Common Stock, \$1 2/3 par value | 7,536.34 |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104

President & COO

Signatures

John G. Stumpf, by Robert S. Singley, Attorney-in-Fact

02/22/2007

**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.

Reporting Owners 2