

WELLS FARGO & CO/MN

Form 4

March 22, 2010

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 *
SWENSON SUSAN

(Last) (First) (Middle)

SAGE SOFTWARE - NORTH
AMERICA, 56 TECHNOLOGY
DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WELLS FARGO & CO/MN [WFC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	03/18/2010		M	3,510 A	\$ 21.375	57,714	D
Common Stock, \$1 2/3 Par Value	03/18/2010		M	6,618 A	\$ 23.775	64,332	D
Common Stock, \$1 2/3 Par	03/18/2010		F	5,194 D	\$ 30.29	59,138	D

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Value

Common
Stock, \$1
2/3 Par
Value

03/18/2010

M

6,398 A

\$ 25.11 65,536

D

Common
Stock, \$1
2/3 Par
Value

03/18/2010

F

5,303 D

\$ 30.29 60,233

D

Common
Stock, \$1
2/3 Par
Value

03/18/2010

M

8,870 A

\$
23.475 69,103

D

Common
Stock, \$1
2/3 Par
Value

03/18/2010

F

6,874 D

\$ 30.29 62,229

D

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Purchase Option	\$ 21.375	03/18/2010		M		3,510		10/25/2000	04/25/2010	Common Stock, \$1 2/3 Par Value	3,510
Director Stock Purchase Option	\$ 23.775	03/18/2010		M		6,618		10/24/2001	04/24/2011	Common Stock, \$1 2/3 Par Value	6,618
	\$ 30.29	03/18/2010		A		5,194		03/18/2010	04/24/2011		5,194

Director Stock Purchase Option								Common Stock, \$1 2/3 Par Value	
Director Stock Purchase Option	\$ 25.11	03/18/2010	M	6,398	10/23/2002	04/23/2012	Common Stock, \$1 2/3 Par Value	6,398	
Director Stock Purchase Option	\$ 30.29	03/18/2010	A	5,303	03/18/2010	04/23/2012	Common Stock, \$1 2/3 Par Value	5,303	
Director Stock Purchase Option	\$ 23.475	03/18/2010	M	8,870	10/22/2003	04/22/2013	Common Stock, \$1 2/3 Par Value	8,870	
Director Stock Purchase Option	\$ 30.29	03/18/2010	A	6,874	03/18/2010	04/22/2013	Common Stock, \$1 2/3 Par Value	6,874	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWENSON SUSAN SAGE SOFTWARE - NORTH AMERICA 56 TECHNOLOGY DRIVE IRVINE, CA 92618	X			

Signatures

Susan Swenson, by Anthony R. Augliera, as
Attorney-in-Fact 03/22/2010

__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).

Remarks:

Exhibit 24 - Power of Attorney

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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