WELLS FARGO & CO/MN

Form 4/A June 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

5. Relationship of Reporting Person(s) to

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

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 may continue. 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

QUIGLEY PHILIP			Symbol WELLS FARGO & CO/MN [WFC]					Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				•	(Check all applicable)		
130 KEARNY STREET, SUITE 3200				(Month/Day/Year) 04/01/2006				X Director 10% Owner Officer (give title below) Other (specify below)		
SAN FRAN	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) O4/04/2006 NCISCO, CA 94108-4822 4. If Amendment, Date Original Filed(Month/Day/Year) O4/04/2006 Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Report Person					rson				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock, \$1 2/3 par value	04/03/2006			M	5,000	A	\$ 25.04	34,887	I	By Living Trust
Common Stock, \$1 2/3 par value	04/03/2006			F	1,960	D	\$ 63.87	32,927	I	By Living Trust

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

SEC 1474

(9-02)

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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 orDerivative Se Acquired (A) Disposed of (Instr. 3, 4, and	ecurities or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
	•			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock Units	<u>(1)</u>	04/01/2006		A	627.8378		(2)	(2)	Common Stock, \$1 2/3 par value	62
Director Stock Option	\$ 25.04	04/03/2006		M		5,000	04/16/1997	04/16/2006	Common Stock, \$1 2/3 par value	

Reporting Owners

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

Signatures

Philip J. Quigley, by Robert S. Singley, Attorney-in-Fact 06/01/2006

**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 3 installments beginning July 1 following cessation of board membership and continuing annually on March 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.

Reporting Owners 2