

WELLS FARGO &amp; CO/MN

Form 4/A

March 31, 2006

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OMAN MARK C

(Last) (First) (Middle)

ONE HOME CAMPUS, 6TH  
FLOOR

(Street)

DES MOINES, IA 50328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

WELLS FARGO &amp; CO/MN [WFC]

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

03/01/2006

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

03/03/2006

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$1<br>2/3 par<br>value | 03/01/2006                              |                                                             | M                                    | 4,058.7236 A                                                            | \$ 0 250,032.7236                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock, \$1<br>2/3 par<br>value | 03/01/2006                              |                                                             | F                                    | 1,664.7236 D                                                            | \$ 64.69 248,368                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock, \$1<br>2/3 par<br>value |                                         |                                                             |                                      |                                                                         | 30,000                                                                                                             | I                                                                       | Through<br>family<br>LLC                                          |

|                                          |                           |   |                                                     |
|------------------------------------------|---------------------------|---|-----------------------------------------------------|
| Common<br>Stock, \$1<br>2/3 par<br>value | 2,080                     | I | As<br>custodian<br>for son<br>under<br>UGMA         |
| Common<br>Stock, \$1<br>2/3 par<br>value | 2,080                     | I | As<br>custodian<br>for<br>daughter<br>under<br>UGMA |
| Common<br>Stock, \$1<br>2/3 par<br>value | 7,856.1497 <sup>(1)</sup> | I | Through<br>401(k)<br>Plan                           |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                          |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                    | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Units                           | <u>(2)</u>                                                            | 03/01/2006                              |                                                             | M                                       |                                                                                                        | 1,894.9861                                                     |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock, \$1<br>2/3 par<br>value | 1,894.98                         |
| Phantom<br>Stock<br>Units                           | <u>(2)</u>                                                            | 03/01/2006                              |                                                             | M                                       |                                                                                                        | 2,163.7375                                                     |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock, \$1<br>2/3 par<br>value | 2,163.73                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

OMAN MARK C  
ONE HOME CAMPUS  
6TH FLOOR  
DES MOINES, IA 50328

Sr. Executive Vice President

## Signatures

Mark C. Oman, by Robert S. Singley,  
Attorney-in-Fact

03/31/2006

\_\_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) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of February 28, 2006, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Conversion price is 1-for-1
- (3) Payable in 4 annual installments beginning March 1, 2003
- (4) Payable in 3 annual installments beginning March 1, 2005

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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