

CARROLL DAVID M  
Form 3  
January 09, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name <b>and</b> Ticker or Trading Symbol	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
Â CARROLL DAVID M			01/01/2009	WELLS FARGO & CO/MN [WFC]		
(Last)	(First)	(Middle)				
ONE WACHOVIA CENTER						
(Street)				(Check all applicable)		
CHARLOTTE,Â NCÂ 28288-0013				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				Senior Exec. Vice President		<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1 2/3 par value	57,813	D	Â
Common Stock, \$1 2/3 par value	151.8325	I	Through 401(k) Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Common Stock, \$1 2/3 par value	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Purchase Option	04/20/2000	04/20/2009	Common Stock, \$1 2/3 par value	362	\$ 275.93	D	Â
Employee Stock Purchase Option	04/20/2000	04/20/2009	Common Stock, \$1 2/3 par value	4,933	\$ 275.93	D	Â
Employee Stock Purchase Option	12/14/2000	12/14/2009	Common Stock, \$1 2/3 par value	7,257	\$ 175.48	D	Â
Employee Stock Purchase Option	01/03/2001	01/03/2010	Common Stock, \$1 2/3 par value	16,933	\$ 158.53	D	Â
Employee Stock Purchase Option	04/17/2002	04/17/2011	Common Stock, \$1 2/3 par value	9,955	\$ 152.69	D	Â
Employee Stock Purchase Option	04/17/2003	04/17/2011	Common Stock, \$1 2/3 par value	9,955	\$ 152.69	D	Â
Employee Stock Purchase Option	04/17/2004	04/17/2011	Common Stock, \$1 2/3 par value	9,955	\$ 152.69	D	Â
Employee Stock Purchase Option	07/31/2002	07/31/2011	Common Stock, \$1 2/3 par value	35,499	\$ 175.39	D	Â
Employee Stock Purchase Option	04/16/2003	04/16/2012	Common Stock, \$1 2/3 par value	7,876	\$ 190.76	D	Â
Employee Stock Purchase Option	04/16/2004	04/16/2012	Common Stock, \$1 2/3 par value	7,875	\$ 190.76	D	Â
Employee Stock Purchase Option	04/16/2005	04/16/2012	Common Stock, \$1 2/3 par	7,876	\$ 190.76	D	Â

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			value				
Employee Stock Purchase Option	Â (1)	04/22/2013	Common Stock, \$1 2/3 par value	(1)	\$ 188	D	Â
Employee Stock Purchase Option	Â (2)	04/19/2014	Common Stock, \$1 2/3 par value	(2)	\$ 224.26	D	Â
Employee Stock Purchase Option	Â (3)	04/18/2015	Common Stock, \$1 2/3 par value	(3)	\$ 253.03	D	Â
Employee Stock Purchase Option	Â (4)	03/31/2016	Common Stock, \$1 2/3 par value	(4)	\$ 281.52	D	Â
Employee Stock Purchase Option	Â (5)	02/20/2017	Common Stock, \$1 2/3 par value	(5)	\$ 293.12	D	Â
Employee Stock Purchase Option	Â (6)	02/19/2018	Common Stock, \$1 2/3 par value	(6)	\$ 205.93	D	Â
Employee Stock Purchase Option	Â (7)	02/19/2018	Common Stock, \$1 2/3 par value	(7)	\$ 241.08	D	Â
Employee Stock Purchase Option	Â (8)	02/19/2018	Common Stock, \$1 2/3 par value	(8)	\$ 169.71	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL DAVID M ONE WACHOVIA CENTER CHARLOTTE, NC 28288-0013	Â	Â	Â Senior Exec. Vice President	Â

## Signatures

David M. Carroll, by Robert S. Singley, as  
Attorney-in-Fact

01/09/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 04/22/2004, 5,911 shares; 04/22/2005, 5,911 shares; 04/22/2006, 5,910 shares; 04/22/2007, 5,910 shares; 04/22/2008, 5,910 shares.
- (2) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 04/19/2005: 3,824 shares; 04/19/2006, 3,824 shares; 04/19/2007, 3,824 shares; 04/19/2008, 3,824 shares; 04/19/2009, 3,823 shares.
- (3) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 04/18/2006, 3,528 shares; 04/18/2007, 3,528 shares; 04/18/2008, 3,528 shares; 04/18/2009, 3,528 shares; 04/18/2010, 3,529 shares.
- (4) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 03/31/2007, 4,288 shares; 03/31/2008, 4,288 shares; 03/31/2009, 4,288 shares; 03/31/2010, 4,288 shares; 03/31/2011, 4,289 shares.
- (5) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 02/20/2008; 1,404 shares; 02/20/2009, 1,404 shares; 02/20/2010, 1,405 shares; 02/20/2011, 1,405 shares; 02/20/2012, 1,405 shares.
- (6) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 02/19/2009, 3,244 shares; 02/19/2010, 3,244 shares; 02/19/2011, 3,244 shares; 02/19/2012, 3,244 shares; 02/19/2013, 3,245 shares.
- (7) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 02/19/2009, 3,784 shares; 02/19/2010, 3,785 shares; 02/19/2011, 3,785 shares; 02/19/2012, 3,785 shares; 02/19/2013, 3,785 shares.
- (8) The vesting dates and the numbers of shares in the five tranches of this grant are as follows: 02/19/2009, 3,270 shares; 02/19/2010, 3,270 shares; 02/19/2011, 3,270 shares; 02/19/2012, 3,270 shares; 02/19/2013, 3,271 shares.

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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