

OMAN MARK C  
Form 4  
March 03, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 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 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

(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 & CO/MN [WFC]

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

03/01/2006

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)

Sr. Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$1 2/3 par value | 03/01/2006                           |  | M                              |   | 4,058.7236  | A  | \$ 0  |
| Common Stock, \$1 2/3 par value | 03/01/2006                           |  | F                              |   | 1,258.7236  | D  | \$ 64.69  |
| Common Stock, \$1 2/3 par value |                                      |  |                                |   | 30,000  | I  | Through family LLC                                    |

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 of Number of Shares                              |
| Phantom Stock Units                        | <u>(2)</u>   | 03/01/2006                           |  | M                              | 1,894.9861  | <u>(3)</u> <u>(3)</u>                                    | Common Stock, \$1 2/3 par value 1,894.9861                    |
| Phantom Stock Units                        | <u>(2)</u>   | 03/01/2006                           |  | M                              | 2,163.7375  | <u>(4)</u> <u>(4)</u>                                    | Common Stock, \$1 2/3 par value 2,163.7375                    |

## 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

03/03/2006

\_\_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. 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.