

WELLS FARGO & CO/MN  
Form 4  
July 25, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, 1ST 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)  
07/24/2006

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1 2/3 par value	07/24/2006		M		78,666	A	\$ 46.6	353,217	D	
Common Stock, \$1 2/3 par value	07/24/2006		F		63,027	D	\$ 71.19	290,190	D	
Common Stock, \$1 2/3 par value								30,000	I	Through family LLC

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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	8,061.4544 <u>(1)</u>	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.**

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Purchase Option	\$ 46.6	07/24/2006		M	78,666	02/26/2005 02/26/2012	Common Stock, \$1 2/3 par value 78
Employee Stock Purchase Option	\$ 71.19	07/24/2006		A	61,003	07/24/2006 02/26/2012	Common Stock, \$1 2/3 par value 61

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OMAN MARK C  
ONE HOME CAMPUS  
1ST FLOOR  
DES MOINES, IA 50328

Sr. Executive Vice President

## Signatures

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

07/25/2006

\_\_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 June 30, 2006, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.

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.