#### WELLS FARGO & CO/MN

Form 4 April 25, 2007

### 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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **RUNSTAD JUDITH M** 

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/24/2007

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

FOSTER PEPPER PLLC, 1111 THIRD AVENUE, SUITE 3400

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SEATTLE, WA 98101-3299

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following

Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I)

(Instr. 4)

Ownership (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3)                              | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |                     |                    |  | (                                      |  |
|---|------------------------------------|------------|------------------|------------|--|-----|---------------------|--------------------|--|--|--|
|   |                                    |            |                  | Code V     | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                    | Amount<br>or<br>Number<br>of<br>Shares |  |
| Phantom<br>Stock<br>Units               | (1)                                | 04/24/2007 |                  | A          | 1,957  |     | <u>(2)</u>          | (2)                | Common<br>Stock, \$1<br>2/3 par<br>value | 1,957                                  |  |
| Director<br>Stock<br>Purchase<br>Option | \$ 35.78                           | 04/24/2007 |                  | A          | 7,394  |     | 10/24/2007          | 04/24/2017         | Common<br>Stock, \$1<br>2/3 par<br>value | 7,394                                  |  |

Deletionship

# **Reporting Owners**

| Reporting Owner Name / Address | Keiationsinps |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| NSTAD JUDITH M                 |               |           |         |       |  |  |  |
| CTED DEDDED DLLC               |               |           |         |       |  |  |  |

RUNSTAD JUDITH M FOSTER PEPPER PLLC 1111 THIRD AVENUE, SUITE 3400 SEATTLE, WA 98101-3299

### **Signatures**

Judith M. Runstad, by Robert S. Singley,
Attorney-in-Fact
04/25/2007

\*\*Signature of Reporting Person Date

X

## **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 a lump sum on July 1 following cessation of board membership.

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.

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