

WELLS FARGO & CO/MN  
Form 3  
May 04, 2006

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

OMB APPROVAL

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**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	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Loughlin Michael J		(Month/Day/Year)	WELLS FARGO & CO/MN [WFC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/25/2006		
420 MONTGOMERY STREET			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Executive Vice President	
SAN FRANCISCO,Â CAÂ 94104				
(City)	(State)	(Zip)		

**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	12,530	D	Â
Common Stock, \$1 2/3 par value	22,700	I	Through Family Trust
Common Stock, \$1 2/3 par value	1,576.6394 <sup>(1)</sup>	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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Phantom Stock Units	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock, \$1 2/3 par value	252.6087	\$ <sup>(2)</sup>	D	Â
Phantom Stock Units	03/01/2020	03/01/2029	Common Stock, \$1 2/3 par value	59.4557	\$ <sup>(2)</sup>	D	Â
Phantom Stock Units	03/01/2011	03/01/2020	Common Stock, \$1 2/3 par value	49.3655	\$ <sup>(2)</sup>	D	Â
Phantom Stock Units	03/01/2011	03/01/2011	Common Stock, \$1 2/3 par value	331.0651	\$ <sup>(2)</sup>	D	Â
Phantom Stock Units	03/01/2013	03/01/2013	Common Stock, \$1 2/3 par value	396.6852	\$ <sup>(2)</sup>	D	Â
Phantom Stock Units	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock, \$1 2/3 par value	2,776.6507	\$ <sup>(2)</sup>	D	Â
Employee Stock Purchase Option	11/19/1999	11/19/2006	Common Stock, \$1 2/3 par value	3,610	\$ 27.7	D	Â
Employee Stock Purchase Option	11/18/2000	11/18/2007	Common Stock, \$1 2/3 par value	3,470	\$ 28.78	D	Â
Employee Stock Purchase Option	02/23/2001	02/23/2009	Common Stock, \$1 2/3 par value	2,227	\$ 37.5625	D	Â
Employee Stock Purchase Option	02/23/2002	02/23/2009	Common Stock, \$1 2/3 par value	11,113	\$ 37.5625	D	Â

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Employee Stock Purchase Option	02/22/2001	02/22/2010	Common Stock, \$1 2/3 par value	10,100	\$ 33.5	D	Â
Employee Stock Purchase Option	02/22/2002	02/22/2010	Common Stock, \$1 2/3 par value	10,100	\$ 33.5	D	Â
Employee Stock Purchase Option	02/22/2003	02/22/2010	Common Stock, \$1 2/3 par value	10,100	\$ 33.5	D	Â
Employee Stock Purchase Option	02/27/2002	02/27/2011	Common Stock, \$1 2/3 par value	8,957	\$ 49.58	D	Â
Employee Stock Purchase Option	02/27/2003	02/27/2011	Common Stock, \$1 2/3 par value	8,957	\$ 49.58	D	Â
Employee Stock Purchase Option	02/27/2004	02/27/2011	Common Stock, \$1 2/3 par value	8,956	\$ 49.58	D	Â
Employee Stock Purchase Option	02/26/2003	02/26/2012	Common Stock, \$1 2/3 par value	10,754	\$ 46.6	D	Â
Employee Stock Purchase Option	02/26/2004	02/26/2012	Common Stock, \$1 2/3 par value	10,753	\$ 46.6	D	Â
Employee Stock Purchase Option	02/26/2005	02/26/2012	Common Stock, \$1 2/3 par value	10,753	\$ 46.6	D	Â
Employee Stock Purchase Option	02/25/2004	02/25/2013	Common Stock, \$1 2/3 par value	10,497	\$ 45.24	D	Â
Employee Stock Purchase Option	02/25/2005	02/25/2013	Common Stock, \$1 2/3 par value	10,497	\$ 45.24	D	Â
	02/25/2006	02/25/2013		10,496	\$ 45.24	D	Â

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Employee Stock Purchase Option			Common Stock, \$1 2/3 par value				
Employee Stock Purchase Option	02/24/2004	02/24/2014	Common Stock, \$1 2/3 par value	34,400	\$ 56.86	D	Â
Employee Stock Purchase Option	02/22/2005	02/22/2015	Common Stock, \$1 2/3 par value	46,440	\$ 59.81	D	Â
Employee Stock Purchase Option	02/28/2007	02/28/2016	Common Stock, \$1 2/3 par value	17,070	\$ 64.49	D	Â
Employee Stock Purchase Option	02/28/2008	02/28/2016	Common Stock, \$1 2/3 par value	17,070	\$ 64.49	D	Â
Common Stock, \$1 2/3 par value	02/28/2009	02/28/2016	Common Stock, \$1 2/3 par value	17,070	\$ 64.49	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loughlin Michael J 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	Â	Â	Â Executive Vice President	Â

## Signatures

Michael J. Loughlin, by Robert S. Singley, as Attorney-in-Fact 05/04/2006

\_\_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) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of March 31, 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 a lump sum upon termination of employment

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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