

BAKER JOHN D II  
Form 3  
January 08, 2009

**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)

|  |   |   |   |   |   |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BAKER JOHN D II</p> <p>(Last) (First) (Middle)</p> <p>501 RIVERSIDE AVENUE</p> <p>(Street)</p> <p>JACKSONVILLE, Â FL Â 32202</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WELLS FARGO &amp; CO/MN [WFC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

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

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$1 2/3 par value    | 18,581   | D   | Â  |
| Common Stock, \$1 2/3 par value    | 4,977  | I   | By JDB GRAT  |
| Common Stock, \$1 2/3 par value    | 2,814  | I   | By CLB Trust   |
| Common Stock, \$1 2/3 par value    | 59 <sup>(1)</sup>  | I   | By JDB Irr. Trust  |
| Common Stock, \$1 2/3 par value    | 59 <sup>(1)</sup>  | I   | By SAB Irr. Trust  |
| Common Stock, \$1 2/3 par value    | 25 <sup>(1)</sup>  | I   | By spouse  |
| Common Stock, \$1 2/3 par value    | 6,735  | I   | By Baker holdings  |
| Common Stock, \$1 2/3 par value    | 2,775  | I   | By Crusher Run CRUT                                      |

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

SEC 1473 (7-02)

**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.

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares                                   |  |   |
| Phantom Stock Units                           | Â (2)  | Â (2)              | Common<br>Stock, \$1<br>2/3 par<br>value   | 11,454.451 \$ (3)  | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BAKER JOHN D II<br>501 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32202 | Â X           | Â         | Â       | Â     |

## Signatures

John D. Baker, II, by Robert S. Singley, as Attorney-in-Fact 01/08/2009

\*\*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) Reporting person disclaims beneficial ownership of these shares.
- (2) Phantom stock units awarded pursuant to the Wachovia deferred stock unit plan. These units are settled following the director's termination of service as a member of the issuer's board of directors.
- (3) The phantom stock converts into common stock on a one-for-one basis.

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.