

WELLS FARGO & CO/MN
Form 4/A
November 21, 2007

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 *
ATKINS HOWARD I

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & CO/MN [WFC]

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

12/27/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

12/28/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Senior Executive VP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, \$1 2/3 par value | | | | (A) or (D) Price | 103,706 ⁽¹⁾ ⁽²⁾ ₍₃₎ | D | |
| Common Stock, \$1 2/3 par value | | | | (A) or (D) Price | 1,559.33 ⁽³⁾ ₍₄₎ | 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

SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Purchase Option | \$ 23.365 | | | | | 08/06/2002 08/06/2011 | Common Stock, \$1 2/3 par value | 100,112 <u>(3) (5)</u> |
| Employee Stock Purchase Option | \$ 35.94 | | | | | 12/27/2006 08/06/2011 | Common Stock, \$1 2/3 par value | 0 <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ATKINS HOWARD I 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | | | Senior Executive VP & CFO | |

Signatures

Howard I. Atkins, by Robert S. Singley,
Attorney-in-Fact 11/21/2007

**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) On December 28, 2006, a Form 4 was mistakenly filed on behalf of the reporting person to report a beneficial interest in the exercise of options to purchase 12,000 shares of common stock, the withholding of 9,721 of the resulting shares to pay taxes and the option exercise price and his resulting beneficial ownership of 54,132 shares of common stock following the transaction. On February 2, 2007, an amended Form 4 was filed on behalf of the reporting person to reflect a 2-for-1 stock split in the form of a 100 percent stock dividend

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distributed on August 11, 2006, resulting in a reported beneficial ownership of 105,985 shares of common stock following the option exercise. In fact, the reporting person had no beneficial interest in the exercise of such options, and his beneficial ownership of common stock on December 27, 2006, was 103,706 shares.

- (2) Includes 43,498 shares from vested Restricted Share Rights whose receipt has been deferred; subject to withholding for state and federal income taxes upon final delivery.
- (3) Amounts, and where applicable option exercise prices, reflect a 2-for-1 stock split in the form of a 100 percent stock dividend distributed on August 11, 2006.
- (4) Reflects share equivalent of units in the Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of November 30, 2006, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo & Company Common Stock.

- The Form 4 amended hereby mistakenly reported the reporting person's beneficial interest in the exercise on December 27, 2006, of options exercisable on August 6, 2002, and expiring on August 6, 2011, to purchase 12,000 shares of common stock and his remaining beneficial interest in such options as 148,734. In fact, he had no beneficial interest in such exercise and his remaining interest in such options as of December 27, 2006, was 100,112.
- (5)

- The Form 4 amended hereby mistakenly reported the reporting person's beneficial interest in the grant on December 27, 2006, of options to purchase 9,270 shares of common stock at \$35.94 per share that he did not in fact have. As of December 27, 2006, the reporting person had no beneficial interest in such options.
- (6)

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.