

TOLSTEDT CARRIE L  
 Form 4  
 July 24, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**TOLSTEDT CARRIE L**

(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)  
 07/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock, \$1 2/3 par value | 07/23/2008                           |  | M                              | 19,650 A \$ 28.785  | 225,078.77  | I  | Through family trust                                  |
| Common Stock, \$1 2/3 par value | 07/23/2008                           |  | M                              | 58,456 A \$ 30.145  | 283,534.77  | I  | Through family trust                                  |
| Common Stock, \$1 2/3 par value | 07/23/2008                           |  | F                              | 77,203 D \$ 30.45   | 206,331.77  | I  | Through family trust                                  |

|  |                           |   |                           |
|--|---------------------------|---|---------------------------|
| Common<br>Stock, \$1<br>2/3 par<br>value | 12,609.0905<br><u>(1)</u> | I | Through<br>401(k)<br>Plan |
|--|---------------------------|---|---------------------------|

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable      Expiration<br>Date                    | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Purchase<br>Option             | \$ 28.785  | 07/23/2008                              |   | M                                    | 19,650   | 03/22/2004    07/28/2008                                       | Common<br>Stock, \$1<br>2/3 par<br>value                            | 19,650                              |
| Employee<br>Stock<br>Purchase<br>Option             | \$ 30.145  | 07/23/2008                              |   | M                                    | 58,456   | 05/04/2005    07/28/2008                                       | Common<br>Stock, \$1<br>2/3 par<br>value                            | 58,456                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| TOLSTEDT CARRIE L<br>420 MONTGOMERY STREET<br>SAN FRANCISCO, CA 94104 |               |           | Sr. Executive Vice President |       |

## Signatures

|   |            |
|---|------------|
| Carrie L. Tolstedt, by Robert S. Singley,<br>Attorney-in-Fact | 07/24/2008 |
|---|------------|

\_\_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 equivalents of units held in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of June 30, 2008, 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.