

STUMPF JOHN G
Form 4
August 05, 2009

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 *
STUMPF JOHN G

(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)
08/03/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, \$1 2/3 Par Value					83,166.7494 (6)	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value					596,817	I	Through Family Trust
Common Stock, \$1 2/3 Par Value					6,883.061 (3)	I	Through Ira

Common Stock, \$1 2/3 Par Value	4,327.133 ⁽⁵⁾ I	Through Self Employed Pension Plan
Common Stock, \$1 2/3 Par Value	4,793.145 ⁽⁴⁾ I	Through Spouse's Ira

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 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)	
					V	(A) (D)	Date Exercisable	Expiration Date		
									Amount or Number of Shares	
Restricted Share Right	<u>(1)</u>	08/03/2009		A		108,528	<u>(2)</u>	<u>(2)</u>	Common Stock, \$1 2/3 Par Value	108,528

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	X		President & CEO	

Signatures

John G. Stumpf, by Laurel A. Holschuh, as
Attorney-in-Fact

08/04/2009

 **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) Each Restricted Share Right ("RSRs") represents a contingent right to receive one share of Wells Fargo & Company (the "Company") common stock.

These RSRs vest in two installments: two-thirds on 8/3/2011 and one-third on 8/3/2012, subject to the Company's prior repayment of certain percentages of aggregate financial assistance received by the Company under the U.S. Treasury's Troubled Asset Relief Program.
 - (2) As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.
 - (3) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 72.437 shares on 6/2/08, 70.37 shares on 9/2/08, 86.861 shares on 12/2/08, 209.506 shares on 3/2/09, and 13.353 shares on 6/1/09.
 - (4) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 50.443 shares on 6/2/08, 49.003 shares on 9/2/08, 60.487 shares on 12/2/08, 145.893 shares on 3/2/09, and 9.298 shares on 6/1/09.
 - (5) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 28.273 shares on 6/2/08, 44.239 shares on 9/2/08, 54.606 shares on 12/2/08, 131.709 shares on 3/2/09, and 8.395 shares on 6/1/09.
 - (6) Reflects share equivalent of units in the Wells Fargo Stock Fund and ESOP Fund of the Company's 401(k) Plan as of May 29, 2009 as if investable cash equivalents held by the 401(k) Plan were fully invested in 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.