

EDWARDS WEBB
Form 4
November 16, 2004

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 *
EDWARDS WEBB

2. Issuer Name and Ticker or Trading Symbol
WELLS FARGO & CO/MN [WFC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
8901 E. MOUNTAIN VIEW ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

SCOTTSDALE, AZ 85258

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/15/2004		M		107,028	A	\$ 33.5	176,440	I	Through Family Trust
Common Stock, \$1 2/3 par value	11/15/2004		M		20,173	A	\$ 37.5625	196,613	I	Through Family Trust
Common Stock, \$1 2/3 par value	11/15/2004		F		87,325	D	\$ 62.57	109,288	I	Through Family Trust

Common Stock, \$1 2/3 par value 2,067.4 ⁽¹⁾ I Through 401(k) Plan

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

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SEC 1474 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Purchase Option	\$ 33.5	11/15/2004		M	32,962	02/22/2002 02/22/2010	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 33.5	11/15/2004		M	74,066	02/22/2003 02/22/2010	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 37.5625	11/15/2004		M	20,173	02/23/2000 02/23/2009	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 62.57	11/15/2004		A	74,705	11/15/2004 02/22/2010	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 62.57	11/15/2004		A	14,931	11/15/2004 02/23/2009	Common Stock, \$1 2/3 par value

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

EDWARDS WEBB
8901 E. MOUNTAIN VIEW ROAD
SCOTTSDALE, AZ 85258

Executive Vice President

Signatures

C. Webb Edwards, by Robert S. Singley,
Attorney-in-Fact

11/16/2004

__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 equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of October 31, 2004, 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.
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