

MUNIO DAVID J
Form 4
February 04, 2005

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 *
MUNIO DAVID J

(Last) (First) (Middle)
333 SOUTH GRAND AVENUE
(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2005

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)
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 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	02/02/2005		M	12,675 A \$ 37.5625	39,983	I	Through Family Trust
Common Stock, \$1 2/3 par value	02/02/2005		M	18,367 A \$ 45.24	58,350	I	Through Family Trust
Common Stock, \$1 2/3 par value	02/02/2005		M	8,170 A \$ 46.6	66,520	I	Through Family Trust

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Common Stock, \$1 2/3 par value	02/02/2005	F	31,624	D	\$ 61.8	34,896	I	Through Family Trust
Common Stock, \$1 2/3 par value						10,532.2649 <u>(1)</u>	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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(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	\$ 37.5625	02/02/2005		M		02/23/2001 02/23/2009	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 37.5625	02/02/2005		M		02/23/2002 02/23/2009	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 45.24	02/02/2005		M		02/25/2004 02/25/2013	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 46.6	02/02/2005		M		02/26/2003 02/26/2012	Common Stock, \$1 2/3 par value
Employee Stock Purchase Option	\$ 61.8	02/02/2005		A	9,442	02/02/2005 02/23/2009	Common Stock, \$1 2/3 par value

Employee Stock Purchase Option Employee Stock Purchase Option	\$ 61.8 \$ 61.8	02/02/2005 02/02/2005	A A	15,167 6,863	02/02/2005 02/25/2013 02/02/2005 02/26/2012	Common Stock, \$1 2/3 par value Common Stock, \$1 2/3 par value	15 6
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNIO DAVID J 333 SOUTH GRAND AVENUE LOS ANGELES, CA 90071			Executive Vice President	

Signatures

David J. Munio, by Robert S. Singley, Attorney-in-Fact	02/04/2005
**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 January 31, 2005, 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.