

TOLSTEDT CARRIE L

Form 4

August 12, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

08/10/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group Executive Vice President

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1 2/3 par value	08/10/2005		M		22,000	A	\$ 36.7813	22,000	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005		M		720	A	\$ 37.5625	22,720	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005		M		3,640	A	\$ 33.5	26,360	I	By spouse

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Common Stock, \$1 2/3 par value	08/10/2005	M	3,030	A	\$ 49.58	29,390	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005	M	3,390	A	\$ 46.6	32,780	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005	M	2,367	A	\$ 45.24	35,147	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005	M	3,100	A	\$ 56.86	38,247	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005	M	3,320	A	\$ 59.81	41,567	I	By spouse
Common Stock, \$1 2/3 par value	08/10/2005	S	33,458	D	\$ 60.4805	8,109	I	By spouse
Common Stock, \$1 2/3 par value						32,168.376	I	Through family trust
Common Stock, \$1 2/3 par value						5,471.569 ⁽¹⁾	I	Through 401(k) Plan
Common Stock, \$1 2/3 par value						9,185.528 ⁽¹⁾	I	Through spouse's account under 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)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Purchase Option	\$ 36.7813	08/10/2005		M	11,000	07/29/1999	07/28/2008	Common Stock, \$1 2/3 par value	11,000
Employee Stock Purchase Option	\$ 36.7813	08/10/2005		M	11,000	07/29/2000	07/28/2008	Common Stock, \$1 2/3 par value	11,000
Employee Stock Purchase Option	\$ 37.5625	08/10/2005		M	240	02/23/2000	02/23/2009	Common Stock, \$1 2/3 par value	240
Employee Stock Purchase Option	\$ 37.5625	08/10/2005		M	240	02/23/2001	02/23/2009	Common Stock, \$1 2/3 par value	240
Employee Stock Purchase Option	\$ 37.5625	08/10/2005		M	240	02/23/2002	02/23/2009	Common Stock, \$1 2/3 par value	240
Employee Stock Purchase Option	\$ 33.5	08/10/2005		M	1,214	02/22/2001	02/22/2010	Common Stock, \$1 2/3 par value	1,214
Employee Stock Purchase Option	\$ 33.5	08/10/2005		M	1,213	02/22/2002	02/22/2010	Common Stock, \$1 2/3 par value	1,213
Employee Stock Purchase Option	\$ 33.5	08/10/2005		M	1,213	02/22/2003	02/22/2010	Common Stock, \$1 2/3 par value	1,213
	\$ 49.58	08/10/2005		M	1,010	02/27/2002	02/27/2011		1,010

Employee Stock Purchase Option								Common Stock, \$1 2/3 par value	
Employee Stock Purchase Option	\$ 49.58	08/10/2005	M	1,010	02/27/2003	02/27/2011		Common Stock, \$1 2/3 par value	1,010
Employee Stock Purchase Option	\$ 49.58	08/10/2005	M	1,010	02/27/2004	02/27/2011		Common Stock, \$1 2/3 par value	1,010
Employee Stock Purchase Option	\$ 46.6	08/10/2005	M	1,130	02/26/2003	02/26/2012		Common Stock, \$1 2/3 par value	1,130
Employee Stock Purchase Option	\$ 46.6	08/10/2005	M	1,130	02/26/2004	02/26/2012		Common Stock, \$1 2/3 par value	1,130
Employee Stock Purchase Option	\$ 46.6	08/10/2005	M	1,130	02/26/2005	02/26/2012		Common Stock, \$1 2/3 par value	1,130
Employee Stock Purchase Option	\$ 45.24	08/10/2005	M	1,184	02/25/2004	02/25/2013		Common Stock, \$1 2/3 par value	1,184
Employee Stock Purchase Option	\$ 45.24	08/10/2005	M	1,183	02/25/2005	02/25/2013		Common Stock, \$1 2/3 par value	1,183
Employee Stock Purchase Option	\$ 56.86	08/10/2005	M	3,100	02/24/2004	02/24/2014		Common Stock, \$1 2/3 par value	3,100
Employee Stock Purchase Option	\$ 59.81	08/10/2005	M	3,320	02/22/2005	02/22/2015		Common Stock, \$1 2/3 par value	3,320

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

TOLSTEDT CARRIE L
420 MONTGOMERY STREET
SAN FRANCISCO, CA 94104

Group Executive Vice President

Signatures

Carrie L. Tolstedt, by Robert S. Singley,
Attorney-in-Fact

08/12/2005

__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 the Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of July 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.

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