

CALLAHAN PATRICIA R
Form 4
August 25, 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 *
CALLAHAN PATRICIA R

(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)

08/21/2009

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$1 2/3 Par Value | 08/21/2009 | | M | | 41,672 A \$ 25.815 | 277,744 | I Through Family Trust |
| Common Stock, \$1 2/3 Par Value | 08/21/2009 | | F | | 39,865 D \$ 27.94 | 237,879 | I Through Family Trust |
| Common Stock, \$1 2/3 Par Value | 08/21/2009 | | M | | 85,572 A \$ 24.45 | 323,451 | I Through Family Trust |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|--------------------------|---|----------------------|
| Common Stock, \$1 2/3 Par Value | 08/21/2009 | F | 78,704 | D | \$ 27.94 | 244,747 | I | Through Family Trust |
| Common Stock, \$1 2/3 Par Value | | | | | | 5,899.996 ⁽¹⁾ | I | Through 401(k) Plan |
| Common Stock, \$1 2/3 Par Value | | | | | | 12,296 | I | Through Children |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Purchase Option | \$ 25.815 | 08/21/2009 | | M | 41,672 | 08/21/2002 02/22/2010 | Common Stock, \$1 2/3 Par Value 41,672 |
| Employee Stock Purchase Option | \$ 24.45 | 08/21/2009 | | M | 85,572 | 06/23/2003 02/22/2010 | Common Stock, \$1 2/3 Par Value 85,572 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--------------------------------|---------------|-----------|--------------------------|
| | Director | 10% Owner | Officer |
| | | | Other |
| | | | Executive Vice President |

CALLAHAN PATRICIA R
420 MONTGOMERY STREET
SAN FRANCISCO, CA 94104

Signatures

Patricia R. Callahan, by Ross E. Jeffries, as
Attorney-in-Fact

08/25/2009

__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) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of July 31, 2009, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.

Remarks:

Exhibit 24 - Power of Attorney

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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