

BAKER JOHN D II  
Form 5  
February 16, 2010

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
BAKER JOHN D II

(Last) (First) (Middle)

501 RIVERSIDE AVENUE, SUITE 500

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value	01/28/2009	Â	S4	900 D	\$ 15.73 5,635	I	By Baker Holdings
Common Stock, \$1 2/3 Par Value	01/28/2009	Â	S4	644 D	\$ 15.08 775	I	By Clb Trust
	01/28/2009	Â	S4	300 D	2,475	I	

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Common Stock, \$1 2/3 Par Value						\$ 15.73			By Crusher Run Crut
Common Stock, \$1 2/3 Par Value	02/04/2009	Â	S4	2,200	D	\$ 19.04	3,435	I	By Baker Holdings
Common Stock, \$1 2/3 Par Value	02/04/2009	Â	S4	1,200	D	\$ 19.04	1,275	I	By Crusher Run Crut
Common Stock, \$1 2/3 Par Value	02/05/2009	Â	S4	200	D	\$ 18.75	3,235	I	By Baker Holdings
Common Stock, \$1 2/3 Par Value	02/05/2009	Â	S4	100	D	\$ 18.75	1,175	I	By Crusher Run Crut
Common Stock, \$1 2/3 Par Value	08/31/2009	Â	S4 <sup>(1)</sup>	3,235	D	\$ 27.19	0	I	By Baker Holdings
Common Stock, \$1 2/3 Par Value	08/31/2009	Â	P4 <sup>(1)</sup>	3,235	A	\$ 27.19	4,010	I	By Clb Trust
Common Stock, \$1 2/3 Par Value	11/13/2009	Â	J4 <sup>(2)</sup>	248	A	\$ 27.68	307 <sup>(3)</sup>	I	By Jdb Irr. Trust
Common Stock, \$1 2/3 Par Value	11/13/2009	Â	J4 <sup>(2)</sup>	248	A	\$ 27.68	307 <sup>(3)</sup>	I	By Sab Irr. Trust
Common Stock, \$1 2/3 Par Value	11/13/2009	Â	J4 <sup>(2)</sup>	112	A	\$ 27.68	4,122	I	By Clb Trust
Common Stock, \$1 2/3 Par Value	11/13/2009	Â	J4 <sup>(2)</sup>	251	A	\$ 27.68	1,426	I	By Crusher Run Crut
	11/13/2009	Â	J4 <sup>(2)</sup>	66	A		66	I	

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Common Stock, \$1 2/3 Par Value						\$ 27.68			By Jdb Grat
Common Stock, \$1 2/3 Par Value	12/18/2009	Â	S4	251	D	\$ 26.07	1,175	I	By Crusher Run Crut
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	22,953	D	Â
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	25 <sup>(3)</sup>	I	By Spouse

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

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SEC 2270 (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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JOHN D II 501 RIVERSIDE AVENUE, SUITE 500 JACKSONVILLE, FL 32202	Â X	Â	Â	Â

## Signatures

John D. Baker II, by Ross E. Jeffries, as  
Attorney-in-Fact

02/16/2010

\_\_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).

Effective August 31, 2009, Baker Holdings, L.P. transferred 3,235 shares of WFC stock to CLB Trust. The shares were valued at \$27.19 per share for purposes of this transfer. No consideration was paid from CLB Trust to Baker Holdings, L.P. for the transfer. The reporting person did not have a Section 16 profit in these transactions.

Entities controlled by the reporting person received shares of WFC stock in connection with an in-kind distribution of their respective interest in a mutual fund. The shares were valued at \$27.68 per share for the purpose of determining the number of shares distributable to the entity in connection with the in-kind distribution. The reporting person did not have a Section 16 profit in these transactions.

(3) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.