

Modjtabai Avid  
Form 3  
May 04, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Modjtabai Avid</p> <p>(Last) (First) (Middle)</p> <p>420 MONTGOMERY STREET</p> <p>(Street)</p> <p>SAN FRANCISCO, CA 94104</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/28/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WELLS FARGO &amp; CO/MN [WFC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1 2/3 par value	33,792 <sup>(1)</sup>	I	Through trust
Common Stock, \$1 2/3 par value	5,056.4008 <sup>(2)</sup>	I	Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Unit	Â (3)	Â (3)	Common Stock, \$1 2/3 par value	195,4417	\$ (4)	D	Â
Restricted Share Right	07/01/2009	07/01/2009	Common Stock, \$1 2/3 par value	2,865	\$ (4)	D	Â
Restricted Share Right	07/01/2010	07/01/2010	Common Stock, \$1 2/3 par value	2,865	\$ (4)	D	Â
Restricted Share Right	07/01/2011	07/01/2011	Common Stock, \$1 2/3 par value	3,820	\$ (4)	D	Â
Phantom Stock Unit	Â (5)	Â (5)	Common Stock, \$1 2/3 par value	13,487.1831	\$ (4)	D	Â
Employee Stock Purchase Option	02/24/2004	02/24/2014	Common Stock, \$1 2/3 par value	68,780	\$ 28.43	D	Â
Employee Stock Purchase Option	08/18/2004	02/22/2010	Common Stock, \$1 2/3 par value	14,030	\$ 28.94	D	Â
Employee Stock Purchase Option	02/22/2005	02/22/2015	Common Stock, \$1 2/3 par value	99,520	\$ 29.905	D	Â
Employee Stock Purchase Option	10/13/2005	02/25/2013	Common Stock, \$1 2/3 par value	24,778	\$ 28.94	D	Â
Employee Stock Purchase Option	02/28/2007	02/28/2016	Common Stock, \$1 2/3 par value	43,014	\$ 32.245	D	Â
Employee Stock Purchase Option	02/28/2008	02/28/2016	Common Stock, \$1	43,014	\$ 32.245	D	Â

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Employee Stock Purchase Option	02/28/2009	02/28/2016	2/3 par value Common Stock, \$1 2/3 par value	43,012	\$ 32.245	D	Â
Employee Stock Purchase Option	04/27/2006	02/25/2013	2/3 par value Common Stock, \$1 2/3 par value	27,220	\$ 32.8	D	Â
Employee Stock Purchase Option	11/06/2006	02/26/2012	2/3 par value Common Stock, \$1 2/3 par value	32,137	\$ 36	D	Â
Employee Stock Purchase Option	02/27/2008	02/27/2017	2/3 par value Common Stock, \$1 2/3 par value	56,057	\$ 34.39	D	Â
Employee Stock Purchase Option	02/27/2009	02/27/2017	2/3 par value Common Stock, \$1 2/3 par value	56,057	\$ 34.39	D	Â
Employee Stock Purchase Option	02/27/2010	02/27/2017	2/3 par value Common Stock, \$1 2/3 par value	56,056	\$ 34.39	D	Â
Employee Stock Purchase Option	05/23/2007	02/27/2011	2/3 par value Common Stock, \$1 2/3 par value	26,761	\$ 36.09	D	Â
Employee Stock Purchase Option	02/26/2009	02/26/2018	2/3 par value Common Stock, \$1 2/3 par value	70,270	\$ 31.4	D	Â
Employee Stock Purchase Option	02/26/2010	02/26/2018	2/3 par value Common Stock, \$1 2/3 par value	70,270	\$ 31.4	D	Â
Employee Stock Purchase Option	02/26/2011	02/26/2018	2/3 par value Common Stock, \$1 2/3 par value	70,270	\$ 31.4	D	Â
Employee Stock Purchase Option	02/24/2010	02/24/2019	2/3 par Common Stock, \$1 2/3 par	106,667	\$ 13.05	D	Â

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			value				
Employee Stock Purchase Option	02/24/2011	02/24/2019	Common Stock, \$1 2/3 par value	106,667	\$ 13.05	D	Â
Employee Stock Purchase Option	02/24/2012	02/24/2019	Common Stock, \$1 2/3 par value	106,666	\$ 13.05	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Modjtabai Avid 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	Â	Â	Â Executive Vice President	Â

## Signatures

Avid Modjtabai, by Robert S. Singley, as Attorney-in-Fact 05/04/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 6,226 shares resulting from vesting of two grants of restricted share rights but whose delivery has been deferred to July 1, 2009 and 2010, respectively. These shares will be subject to withholding for income taxes on those dates.
- (2) Reflects share equivalents of units held in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of April 30, 2009, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (3) Payable in a lump sum in 2025.
- (4) Conversion price is 1-for-1.
- (5) Payable in a lump sum upon retirement.

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.