STROTHER JAMES M

Form 4 May 05, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * STROTHER JAMES M

(Zip)

(Middle)

45 FREMONT STREET, 27TH **FLOOR**

(Street)

(State)

(First)

SAN FRANCISCO, CA 94105

2. Issuer Name and Ticker or Trading

Symbol

WELLS FARGO & CO/MN [WFC]

3. Date of Earliest Transaction

(Month/Day/Year)

03/09/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

3. Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Owned

Beneficially

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

Estimated average

burden hours per

1

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(Instr. 3)	Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed (D) (Instr. 3, 4, and					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	(1)	03/09/2007		A		1,955.9548		(2)	(2)	Common Stock, \$1 2/3 par value	1,955.95

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transferring of the France of	Director	10% Owner	Officer	Other				
STROTHER JAMES M 45 FREMONT STREET 27TH FLOOR SAN FRANCISCO, CA 94105			Executive Vice President					

Signatures

James M. Strother, by Robert S. Singley, Attorney-in-Fact 05/05/2008

**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) Conversion price is 1-for-1.
- (2) Payable in four annual installments beginning March 1, 2012.

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.

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