

HOYT DAVID A  
Form 4  
March 01, 2010

**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 \*  
HOYT DAVID A

(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)

02/26/2010

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)

Sr. 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  | (A) or (D)   | Price                             |
| Common Stock, \$1 2/3 Par Value | 02/27/2010                           |  | A                              |   | 2,327<br>(1)  | A  | \$ 0                              |
| Common Stock, \$1 2/3 Par Value |                                      |  |                                |   | 1,680   | I  | By Trust for AH                   |
| Common Stock, \$1 2/3 Par Value |                                      |  |                                |   | 1,680   | I  | By Trust for EH(1)                |

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|  |                           |   |                            |
|--|---------------------------|---|----------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 1,680                     | I | By Trust<br>for EH(2)      |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 1,680                     | I | By Trust<br>for MH(1)      |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 1,680                     | I | By Trust<br>for MH(2)      |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 48,820.5058<br><u>(2)</u> | I | Through<br>401(k)<br>Plan  |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 280,331                   | I | Through<br>Family<br>Trust |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |                                  |
|---|--|---|---|--------------------------------------|---|--|---|--|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                    | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Units                           | <u>(3)</u>   | 02/26/2010                              |   | A                                    | 208.2818  | <u>(4)</u>   | <u>(4)</u>  | Common<br>Stock, \$1<br>2/3 Par<br>Value | 208.2818                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

HOYT DAVID A  
420 MONTGOMERY STREET  
SAN FRANCISCO, CA 94104

Sr. Executive Vice President

## Signatures

David A. Hoyt, by Anthony R. Augliera, as  
Attorney-in-Fact

03/01/2010

\_\_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).

Shares of Wells Fargo & Company (the "Company") common stock acquired under the Company's Long-Term Incentive Compensation Plan. As a condition to receiving these shares, the reporting person agreed to hold and not transfer, for the entire period during which the

- (1) Company has any obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program (the "Restriction Period"), all of the shares received. These transfer restrictions will terminate upon the earlier of the end of the Restriction Period or the date of the reporting person's death or disability.
- (2) Reflects share equivalent of units in the Wells Fargo ESOP Fund of the Wells Fargo 401(k) Plan as of January 31, 2010, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo Common Stock.
- (3) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (4) Deferred compensation shares payable in installments depending upon executive's election. Supplemental 401(k) plan shares payable 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.

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