

CALLAHAN PATRICIA R
Form 3
January 08, 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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CALLAHAN PATRICIA R | | (Month/Day/Year) | WELLS FARGO & CO/MN [WFC] | |
| (Last) | (First) | 01/01/2009 | | |
| 420 MONTGOMERY STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN FRANCISCO,Â CAÂ 94104 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Executive Vice President | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 235,353 | I | Through family trust |
| Common Stock, \$1 2/3 par value | 12,296 | I | Through children |
| Common Stock, \$1 2/3 par value | 4,714.6723 ⁽¹⁾ | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------------|---------------------|--------------------|--|----------------------------------|------------------------------------|---|------------|
| Phantom Stock Units | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock, \$1 2/3 par value | 9,126.19 | \$ <u>(3)</u> | D | Â |
| Phantom Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock, \$1 2/3 par value | 8,445.752 | \$ <u>(3)</u> | D | Â |
| Phantom Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock, \$1 2/3 par value | 7,272.84 | \$ <u>(3)</u> | D | Â |
| Phantom Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock, \$1 2/3 par value | 18,348.609 | \$ <u>(3)</u> | D | Â |
| Phantom Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock, \$1 2/3 par value | 23,541.3382 | \$ <u>(3)</u> | D | Â |
| Employee Stock Purchase Option | 12/26/2000 | 02/23/2009 | Common Stock, \$1 2/3 par value | 45,370 | \$ 26.9688 | D | Â |
| Employee Stock Purchase Option | 08/21/2002 | 02/22/2010 | Common Stock, \$1 2/3 par value | 41,672 | \$ 25.815 | D | Â |
| Employee Stock Purchase Option | 06/23/2003 | 02/22/2010 | Common Stock, \$1 2/3 par value | 85,572 | \$ 24.45 | D | Â |
| Employee Stock Purchase Option | 02/04/2004 | 02/26/2012 | Common Stock, \$1 2/3 par value | 54,914 | \$ 28.98 | D | Â |
| Employee Stock Purchase Option | 02/24/2004 | 02/24/2014 | Common Stock, \$1 2/3 par value | 192,600 | \$ 28.43 | D | Â |

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| | | | | | | | |
|--------------------------------|------------|------------|---------------------------------|---------|-----------|---|---|
| Employee Stock Purchase Option | 09/21/2004 | 02/26/2012 | Common Stock, \$1 2/3 par value | 54,312 | \$ 29.52 | D | Â |
| Employee Stock Purchase Option | 02/22/2005 | 02/22/2015 | Common Stock, \$1 2/3 par value | 212,280 | \$ 29.905 | D | Â |
| Employee Stock Purchase Option | 06/30/2005 | 02/27/2011 | Common Stock, \$1 2/3 par value | 140,306 | \$ 30.97 | D | Â |
| Employee Stock Purchase Option | 06/30/2005 | 02/26/2012 | Common Stock, \$1 2/3 par value | 42,550 | \$ 30.97 | D | Â |
| Employee Stock Purchase Option | 01/27/2006 | 02/25/2013 | Common Stock, \$1 2/3 par value | 111,864 | \$ 31.285 | D | Â |
| Employee Stock Purchase Option | 01/27/2006 | 02/26/2012 | Common Stock, \$1 2/3 par value | 10,188 | \$ 31.285 | D | Â |
| Employee Stock Purchase Option | 02/28/2007 | 02/28/2016 | Common Stock, \$1 2/3 par value | 77,420 | \$ 32.245 | D | Â |
| Employee Stock Purchase Option | 02/28/2008 | 02/28/2016 | Common Stock, \$1 2/3 par value | 77,420 | \$ 32.245 | D | Â |
| Employee Stock Purchase Option | 02/28/2009 | 02/28/2016 | Common Stock, \$1 2/3 par value | 77,420 | \$ 32.245 | D | Â |
| Employee Stock Purchase Option | 08/02/2006 | 02/25/2013 | Common Stock, \$1 2/3 par value | 51,524 | \$ 36.27 | D | Â |
| Employee Stock Purchase Option | 02/27/2008 | 02/27/2017 | Common Stock, \$1 2/3 par value | 67,267 | \$ 34.39 | D | Â |
| | 02/27/2009 | 02/27/2017 | | 67,267 | \$ 34.39 | D | Â |

| Employee Stock Purchase Option | | | Common Stock, \$1 2/3 par value | | | | |
|--------------------------------|------------|------------|---------------------------------|---------|----------|---|---|
| Employee Stock Purchase Option | 02/27/2010 | 02/27/2017 | Common Stock, \$1 2/3 par value | 67,266 | \$ 34.39 | D | Â |
| Employee Stock Purchase Option | 07/22/2009 | 07/22/2018 | Common Stock, \$1 2/3 par value | 100,884 | \$ 30.43 | D | Â |
| Employee Stock Purchase Option | 07/22/2010 | 07/22/2018 | Common Stock, \$1 2/3 par value | 100,883 | \$ 30.43 | D | Â |
| Employee Stock Purchase Option | 07/22/2011 | 07/22/2018 | Common Stock, \$1 2/3 par value | 100,883 | \$ 30.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALLAHAN PATRICIA R 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | Â | Â | Â Executive Vice President | Â |

Signatures

Patricia R. Callahan, by Robert S. Singley, as Attorney-in-Fact 01/08/2009

__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) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of December 31, 2008, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Payable in nine annual installments beginning March 1, 2009.
- (3) Conversion price is 1-for-1.
- (4) Payable in ten annual installments beginning March 1, 2010.
- (5) Payable in ten annual installments beginning March 1, 2014.
- (6) Payable in ten annual installments beginning March 1, 2018.

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(7) Payable in a lump sum upon termination of employment.

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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