OMAN MARK C
Form 4/A
May 03, 2005

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OMAN MARK C

(Last) (First) (Middle)

ONE HOME CAMPUS, 6TH FLOOR

(Street)

DES MOINES, IA 50328

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/03/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Group Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $1 2/3 par value	03/01/2005		M		3,927.3443	A	$ 0	231,768.3443	D	
Common Stock, $1 2/3 par value	03/01/2005		F		1,610.3443	D	$ 59.85	230,158	D	
Common Stock, $1 2/3 par value								30,000	I	Through family LLC

Common Stock, $1 2/3 par value	2,080	I	As custodian for son under UGMA
Common Stock, $1 2/3 par value	2,080	I	As custodian for daughter under UGMA
Common Stock, $1 2/3 par value	7,648.1442 (1)	I	Through 401(k) Plan

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

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SEC 1474 (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 A Underlying S (Instr. 3 and 4
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Phantom Stock Units	(2)	03/01/2005		M			1,833.6461	(3)	(3)	Common Stock, $1 2/3 par value
Phantom Stock Units	(2)	03/01/2005		M			2,093.6982	(4)	(4)	Common Stock, $1 2/3 par value
Phantom Stock Units	(2)	03/01/2005		A		2,698.3107		(5)	(5)	Common Stock, $1 2/3 par value
Phantom Stock Units	(2)	03/01/2005		A		1.5868		(5)	(5)	Common Stock, $1 2/3 par

value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMAN MARK C ONE HOME CAMPUS 6TH FLOOR DES MOINES, IA 50328			Group Executive Vice President	

Signatures

Mark C. Oman, by Robert S. Singley, Attorney-in-Fact	05/03/2005
**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) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of February 28, 2005, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.

(2) Conversion price is 1-for-1

(3) Payable in 4 annual installments beginning March 1, 2003

(4) Payable in 3 annual installments beginning March 1, 2005

(5) Payable in 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.
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