Dean Lloyd H Form 4 January 03, 2006

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

Dean Lloyd H

(First) (Middle) (Last)

CATHOLIC HEALTHCARE WEST, 185 BERRY STREET, **SUITE 300**

(Street)

(State)

SAN FRANCISCO, CA 94107

(Zip)

2. Issuer Name and Ticker or Trading

WELLS FARGO & CO/MN [WFC]

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year)

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

Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

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

Following

5. Amount of

Securities

Owned

Beneficially

Issuer

below)

_ Director

Applicable Line)

Officer (give title

Code V Amount (D) Price

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number 6. Date Exercisable and 7. Title and Amount of 8 Underlying Securities

1

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

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

(I)

(Instr. 4)

(Check all applicable)

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	01/01/2006		A	284.1	03/01/2010	03/01/2010	Common Stock, \$1 2/3 par value	284.1

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dean Lloyd H CATHOLIC HEALTHCARE WEST 185 BERRY STREET, SUITE 300 SAN FRANCISCO, CA 94107	X					

Signatures

Lloyd H. Dean, by Robert S. Singley,
Attorney-in-Fact

**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

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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