

KOVACEVICH RICHARD M
 Form 5
 February 12, 2010

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KOVACEVICH RICHARD M
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

420 MONTGOMERY STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

SAN FRANCISCO, CA 94104
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value	12/17/2009	^	G	1,000 D \$ 0	2,464,485 (2)	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	^	^	^	^ ^ ^	4,775	I	By Trust For Daughter
Common Stock, \$1	^	^	^	^ ^ ^	4,391	I	By Trust for

2/3 Par Value									Daughter
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	193,725.4324 <u>(1)</u>	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	899,788 <u>(2)</u>	I	Through Grats
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	43,560	I	Through Sep Ira
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	1,960	I	Through Spouse's Ira

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOVACEVICH RICHARD M 420 MONTGOMERY STREET	Â X	Â	Â Chairman	Â

SAN FRANCISCO, CA 94104

Signatures

Richard M. Kovacevich, by Ross E. Jeffries, as
Attorney-in-Fact

02/12/2010

__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).
- (1) Reflects share equivalent of units in Wells Fargo Stock Fund and ESOP Fund of 401(k) Plan as of December 31, 2009, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Total reflects a transfer of 100,212 shares from the reporting person's GRAT to the Family Trust, in accordance with the terms of the GRAT.

^

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.