Rhein Kevin A Form 4 March 01, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Value

Common

Stock, \$1

2/3 Par

Value

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rhein Kevin A		Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer		
		WELLS	S FARGO & CO/MN [V	VFC] (Ch	eck all applicable)		
(Last)	(First) (1	Middle) 3. Date of	Earliest Transaction				
		(Month/D	Oay/Year)	Director	10% Owner		
90 SOUTH	7TH STREET, 4	TH 02/26/2	010	_X_ Officer (gi			
FLOOR				below) Execu	below) utive Vice President		
	(Street)	4. If Ame	ndment, Date Original	6. Individual or	Joint/Group Filing(Check		
		Filed(Mor	nth/Day/Year)	Applicable Line)	Applicable Line)		
				,	y One Reporting Person		
MINNEAPO	OLIS, MN 55402	-3903		Form filed by Person	More than One Reporting		
(City)	(State)	(Zip) Tabl	e I - Non-Derivative Securi	ties Acquired, Disposed	of, or Beneficially Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	 4. Securities 	5. Amount of	6. Ownership 7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or	Securities	Form: Direct Indirect		
(Instr. 3)		any	Code Disposed of (D)	•	(D) or Beneficial		
		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 3		Indirect (I) Ownership		
				Following Reported	(Instr. 4) (Instr. 4)		
			(A)	Transaction(s)			
			or	(Instr. 3 and 4)			
			Code V Amount (D)	Price			
Common							
Stock, \$1					_		
2/3 Par				13,493	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

19,640.8104

(1)

Through

401(k)

Plan

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and 2. Underlying \$ (Instr. 3 and	Securities	3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	02/26/2010		A	20.5853	(3)	(3)	Common Stock, \$1 2/3 Par Value	20.5853	

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Rhein Kevin A 90 SOUTH 7TH STREET 4TH FLOOR MINNEAPOLIS, MN 55402-3903			Executive Vice President			
Signatures						
Kevin A. Rhein, by Anthony R. Aug Attorney-in-Fact	liera, as		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).
- (1) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of January 31, 2010, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company Common Stock.
- (2) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan.
- (3) 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. 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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