

WELLS FARGO & COMPANY/MN
 Form 4
 March 17, 2016

FORM 4

**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).

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. Name and Address of Reporting Person *
 Shrewsberry John R.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 45 FREMONT STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Executive VP & CFO

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 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	03/15/2016		M		109,409.5749 <u>(1)</u>	A	\$ 0
Common Stock, \$1 2/3 Par Value	03/15/2016		F		57,090.5749	D	\$ 49.98
Common Stock, \$1 2/3 Par Value	03/15/2016		M		10,593.3499 <u>(2)</u>	A	\$ 0

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Common Stock, \$1 2/3 Par Value	03/15/2016	F	5,412.3499	D	\$ 49.98	57,500	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	M	7,769.8678 ⁽³⁾	A	\$ 0	65,269.8678	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	F	2,920.8678	D	\$ 49.98	62,349	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	M	1,239.6792 ⁽⁴⁾	A	\$ 0	63,588.6792	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	F	466.6792	D	\$ 49.98	63,122	D	
Common Stock, \$1 2/3 Par Value						6,694.9113 ⁽⁵⁾	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						218,185	I	Through Family Trust

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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount
	⁽⁶⁾	03/15/2016		Code M	V (A) (D) 109,409.5749	⁽⁷⁾	⁽⁷⁾		10

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- Represents the maximum number of 2013 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2015, as provided under the terms of a Performance Share award granted on February 26, 2013, which is exempt under Rule 16b-3(d). The 2013 Performance Shares will be settled in shares of common stock of the Company on March 15, 2016. As a condition to receiving the award, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.
- (7)
- (8) Each RSR represents a contingent right to receive one share of Company common stock.
- (9) These RSRs vest in three installments: one-third on 3/15/2014, 3/15/2015, and 3/15/2016. These RSRs were granted to the reporting person as part of the reporting person's 2012 annual incentive compensation award.
- (10) These RSRs vest in three installments: one-third on 3/15/2015, 3/15/2016, and 3/15/2017. These RSRs were granted to the reporting person as part of the reporting person's 2013 annual incentive compensation award.
- (11) These RSRs vest in three installments: one-third on 3/15/2016, 3/15/2017, and 3/15/2018. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting. These RSRs were granted to the reporting person as part of the reporting person's 2014 annual incentive compensation award.

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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