

Codel Franklin R
Form 4
November 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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).

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 *
Codel Franklin 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)
1 HOME CAMPUS

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former Sr. EVP

DES MOINES, IA 50328

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$1 2/3 Par Value | | | | (A) or (D) | 92,619 | D | |
| Common Stock, \$1 2/3 Par Value | | | | (A) or (D) | 20 | I | By child |
| Common Stock, \$1 2/3 Par Value | | | | (A) or (D) | 11,758.2129 <u>(1)</u> | I | Through 401(k) Plan |

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Share Right | (2) | 11/15/2017 | | D | 482.3635 | (3) (3) | Common Stock, \$1 2/3 Par Value 482.3 |
| Restricted Share Right | (2) | 11/15/2017 | | D | 9,699.3484 | (4) (4) | Common Stock, \$1 2/3 Par Value 9,699.3 |
| Restricted Share Right | (2) | 11/15/2017 | | D | 5,085.7919 | (5) (5) | Common Stock, \$1 2/3 Par Value 5,085.7 |
| Restricted Share Right | (2) | 11/15/2017 | | D | 730.8028 | (6) (6) | Common Stock, \$1 2/3 Par Value 730.8 |
| Employee Stock Purchase Option | \$ 13.05 | 11/16/2017 | | D | 20,566 | (7) (7) | Common Stock, \$1 2/3 Par Value 20,5 |
| Employee Stock Purchase Option | \$ 31.4 | 11/16/2017 | | D | 40,850 | (8) (8) | Common Stock, \$1 2/3 Par Value 40,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Codel Franklin R
1 HOME CAMPUS
DES MOINES, IA 50328

Former Sr. EVP

Signatures

Franklin R. Codel, by Anthony R. Augliera, as
Attorney-in-Fact

11/17/2017

__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 the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of October 31, 2017, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (2) Each Restricted Share Right ("RSR") represents a contingent right to receive one share of Company common stock.
- (3) These RSRs were granted on 2/23/2016 to the reporting person as part of the reporting person's 2015 annual incentive compensation award. In accordance with the terms of the award, these RSRs forfeited on 11/15/2017.
- (4) These RSRs were granted on 2/24/2015 to the reporting person. In accordance with the terms of the award, these RSRs forfeited on 11/15/2017.
- (5) These RSRs were granted on 2/25/2014 to the reporting person. In accordance with the terms of the award, these RSRs forfeited on 11/15/2017.
- (6) These RSRs were granted on 2/28/2017 to the reporting person as part of the reporting person's 2016 annual incentive compensation award. In accordance with the terms of the award, these RSRs forfeited on 11/15/2017.
- (7) The employee stock options, representing a right to purchase a total of 49,600 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/24/2010). In accordance with the terms of the award, these options expired on 11/16/2017.
- (8) The employee stock options, representing a right to purchase a total of 40,850 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/26/2009). In accordance with the terms of the award, these options expired on 11/16/2017.

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.