

WELLS FARGO &amp; COMPANY/MN

Form 4

March 17, 2015

**FORM 4****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  
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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Loughlin Michael J

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)  
420 MONTGOMERY STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. Executive Vice President

SAN FRANCISCO, CA 94104

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 2/3 Par Value	03/15/2015		M		130,107.2353 (1)	A	\$ 0
Common Stock, \$1 2/3 Par Value	03/15/2015		F		67,890.2353	D	\$ 55.34
Common Stock, \$1 2/3 Par Value	03/15/2015		M		32,780.9993 (2)	A	\$ 0

Common Stock, \$1 2/3 Par Value	03/15/2015	F	15,807.9993	D	\$ 55.34	79,206	D	
Common Stock, \$1 2/3 Par Value						7,688.2623 <sup>(3)</sup>	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						143,327.324 <sup>(4)</sup>	I	Through Family Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2012 Performance Shares	<u>(5)</u>	03/15/2015		M		130,107.2353		<u>(6)</u>	<u>(6)</u>	Common Stock, \$1 2/3 Par Value	13,010,724
Restricted Share Right	<u>(7)</u>	03/15/2015		M		32,780.9993		<u>(8)</u>	<u>(8)</u>	Common Stock, \$1 2/3 Par Value	32,781,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Loughlin Michael J 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	Sr. Executive Vice President

## Signatures

Michael J. Loughlin, by Anthony R. Augliera, as  
Attorney-in-Fact

03/17/2015

\_\_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).

These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2015 upon settlement of a

(1) Performance Share award granted on February 28, 2012 in connection with the attainment of pre-established performance goals over the three-year performance period ended December 31, 2014 (as previously disclosed on a Form 4 filed on March 3, 2015).

(2) Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2015. Original grant date was 2/23/2010. This vesting represents 40% of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).

(3) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of February 28, 2015, as if investable cash equivalents held by Plan were fully invested in Company common stock.

(4) Includes the following shares acquired through the Company's dividend reinvestment plan: 901.301 shares on 3/1/2015.

(5) Each Performance Share represents a contingent right to receive one share of Company common stock upon vesting based on the attainment of pre-established performance goals.

Represents the maximum number of 2012 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2014, as provided under the terms of a Performance Share award

(6) granted on February 28, 2012, which is exempt under Rule 16b-3(d). The 2012 Performance Shares will be settled in shares of common stock of the Company on March 15, 2015. 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) Each RSR represents a contingent right to receive one share of Company common stock.

These RSRs vest in four installments: 5% on 11/1/2010, 25% on 3/15/2013, 30% on 3/15/2014, and 40% on 3/15/2015. As a condition to

(8) 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.

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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