

WELLS FARGO & COMPANY/MN

Form 4

March 03, 2017

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

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(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)
03/01/2017

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

SAN FRANCISCO, CA 94105

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/01/2017		M		6,955.986 (1)	A \$ 59.73	14,020.9042 D
Common Stock, \$1 2/3 Par Value	03/01/2017		F		2,938.9042	D \$ 59.73	11,082 D
Common Stock, \$1 2/3 Par Value							7,067.5119 (2) I Through 401(k) Plan

Common Stock, \$1 2/3 Par Value	276,756	I	Through Family Trust
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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 or Number of Shares
Phantom Stock Units	(3)	03/01/2017		M	6,955.986	(4)	(4)	Common Stock, \$1 2/3 Par Value	6,955.986

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shrewsberry John R. 45 FREMONT STREET SAN FRANCISCO, CA 94105	Senior Executive VP & CFO

Signatures

John R. Shrewsberry, by Anthony R. Augliera, as
Attorney-in-Fact 03/03/2017

**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) Includes a fractional share (.0818) for which the executive received \$4.88 in cash.

(2) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of February 28, 2017, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.

(3) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.

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- (4) Deferred compensation shares payable in installments based upon executive's election. 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.

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