

WELLS FARGO & COMPANY/MN
 Form 4
 March 17, 2017

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 *
 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)
 03/15/2017

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

DES MOINES, IA 50328

(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	03/15/2017		M		5,627.1713 <u>(1)</u>	A	\$ 0
Common Stock, \$1 2/3 Par Value	03/15/2017		F		2,699.1713	D	\$ 58.71
Common Stock, \$1 2/3 Par Value	03/15/2017		M		5,011.6999 <u>(2)</u>	A	\$ 0

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Common Stock, \$1 2/3 Par Value	03/15/2017	F	2,403.6999	D	\$ 58.71	84,617	D	
Common Stock, \$1 2/3 Par Value	03/15/2017	M	<u>4,777.9859</u> ⁽³⁾	A	\$ 0	89,394.9859	D	
Common Stock, \$1 2/3 Par Value	03/15/2017	F	2,291.9859	D	\$ 58.71	87,103	D	
Common Stock, \$1 2/3 Par Value	03/15/2017	M	<u>237.6167</u> ⁽⁴⁾	A	\$ 0	87,340.6167	D	
Common Stock, \$1 2/3 Par Value	03/15/2017	F	114.6167	D	\$ 58.71	87,226	D	
Common Stock, \$1 2/3 Par Value						20	I	By child
Common Stock, \$1 2/3 Par Value						<u>11,170.7507</u> ⁽⁵⁾	I	Through 401(k) Plan

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	<u>(6)</u>	03/15/2017		M		<u>(7)</u>	<u>(7)</u>		5,627.

Restricted Share Right								Common Stock, \$1 2/3 Par Value	
Restricted Share Right	(6)	03/15/2017	M	5,011.6999	(8)	(8)		5,011.6	
Restricted Share Right	(6)	03/15/2017	M	4,777.9859	(9)	(9)		4,777.9	
Restricted Share Right	(6)	03/15/2017	M	237.6167	(10)	(10)		237.6	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Codel Franklin R 1 HOME CAMPUS DES MOINES, IA 50328			Sr. Executive Vice President	

Signatures

Franklin R. Codel, by Anthony R. Augliera, as Attorney-in-Fact 03/17/2017

__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) Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2017. Original grant date was 2/26/2013. This vesting represents one-fourth of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (2) Number of shares represents a RSR vesting on 3/15/2017. Original grant date was 2/25/2014. This vesting represents one-fourth of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (3) Number of shares represents a RSR vesting on 3/15/2017. Original grant date was 2/24/2015. This vesting represents one-fourth of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (4) Number of shares represents a RSR vesting on 3/15/2017. Original grant date was 2/23/2016. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (5) 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 (the "Company") common stock.
- (6) Each RSR represents a contingent right to receive one share of Company common stock.
- (7) These RSRs vest in four installments: one-fourth on 3/15/2014, 3/15/2015, 3/15/2016, and 3/15/2017. 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

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common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.

- (8) These RSRs vest in four installments: one-fourth on 3/15/2015, 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.

- (9) These RSRs vest in four installments: one-fourth on 3/15/2016, 3/15/2017, 3/15/2018, and 3/15/2019. 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.

- (10) These RSRs vest in three installments: one-third on 3/15/2017, 3/15/2018, and 3/15/2019. 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 2015 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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