

WELLS FARGO & COMPANY/MN
 Form 4
 March 17, 2015

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 *
STROTHER JAMES M

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, 27TH FLOOR
 (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 94105

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 <u>(1)</u>	A	\$ 0 254,469.2353
Common Stock, \$1 2/3 Par Value	03/15/2015		F		67,890.2353	D	\$ 55.34 186,579
Common Stock, \$1 2/3 Par	03/15/2015		M		29,502.3405 <u>(2)</u>	A	\$ 0 216,081.3405

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Value								
Common Stock, \$1 2/3 Par Value	03/15/2015	F	14,042.3405	D	\$ 55.34	202,039	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	M	6,505.3073 ⁽³⁾	A	\$ 0	208,544.3073	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	F	3,242.3073	D	\$ 55.34	205,302	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	M	5,424.0898 ⁽⁴⁾	A	\$ 0	210,726.0898	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	F	2,703.0898	D	\$ 55.34	208,023	D	
Common Stock, \$1 2/3 Par Value						4,921.9303 ⁽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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2012 Performance Shares	<u>(6)</u>	03/15/2015		M	130,107.2353	<u>(7)</u> <u>(7)</u>	Common Stock, \$1 2/3 Par Value

Restricted Share Right	(8)	03/15/2015	M	29,502.3405	(9)	(9)	Common Stock, \$1 2/3 Par Value
Restricted Share Right	(8)	03/15/2015	M	6,505.3073	(10)	(10)	Common Stock, \$1 2/3 Par Value
Restricted Share Right	(8)	03/15/2015	M	5,424.0898	(11)	(11)	Common Stock, \$1 2/3 Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROTHER JAMES M 45 FREMONT STREET 27TH FLOOR SAN FRANCISCO, CA 94105			Sr. Executive Vice President	

Signatures

James M. Strother, 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).
- (1) These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2015 upon settlement of a 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) Number of shares represents a RSR vesting on 3/15/2015. Original grant date was 2/28/2012. 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 3/15/2015. Original grant date was 3/8/2013. This vesting represents one-fourth of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
 - (5) Reflects share equivalents 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.
 - (6) 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.
 - (7) 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 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

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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.

(8) Each RSR represents a contingent right to receive one share of Company common stock.

(9) 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 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 four installments: one-fourth on 3/15/2013, 3/15/2014, 3/15/2015, and 3/15/2016. 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.

(11) 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 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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