

WELLS FARGO & COMPANY/MN
 Form 3
 November 08, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Codel Franklin R		(Month/Day/Year)	WELLS FARGO & COMPANY/MN [WFC]	
(Last)	(First)	11/01/2016	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1 HOME CAMPUS			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
DES MOINES,Â IAÂ 50328			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr. Executive Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1 2/3 Par Value	70,215	D	Â
Common Stock, \$1 2/3 Par Value	20	I	By child
Common Stock, \$1 2/3 Par Value	11,113.3525 ⁽¹⁾	I	Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Employee Stock Purchase Option	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock, \$1 2/3 Par Value	20,566	\$ 13.05	D	Â
Employee Stock Purchase Option	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock, \$1 2/3 Par Value	40,850	\$ 31.4	D	Â
Employee Stock Purchase Option	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock, \$1 2/3 Par Value	33,640	\$ 34.39	D	Â
Phantom Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock, \$1 2/3 Par Value	18,115.7042	\$ <u>(6)</u>	D	Â
Restricted Share Right	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock, \$1 2/3 Par Value	9,889.7954	\$ <u>(8)</u>	D	Â
Restricted Share Right	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock, \$1 2/3 Par Value	5,552.7673	\$ <u>(8)</u>	D	Â
Restricted Share Right	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock, \$1 2/3 Par Value	14,144.4302	\$ <u>(8)</u>	D	Â
Restricted Share Right	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock, \$1 2/3 Par Value	10,151.1514	\$ <u>(8)</u>	D	Â
Restricted Share Right	Â <u>(12)</u>	Â <u>(12)</u>	Common Stock, \$1 2/3 Par Value	703.4243	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

	Director	10% Owner	Officer	Other
Codel Franklin R 1 HOME CAMPUS DES MOINES, IA 50328	Â	Â	Â Sr. Executive Vice President	Â

Signatures

Franklin R. Codel, by Anthony R. Augliera, as Attorney-in-Fact 11/08/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 November 1, 2016, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
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). These employee stock options are subject to the Company's stock ownership policy requirements.
- (2) 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). These employee stock options are subject to the Company's stock ownership policy requirements.
- (3) The employee stock options, representing a right to purchase a total of 33,640 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/27/2008). These employee stock options are subject to the Company's stock ownership policy requirements.
- (4) Deferred compensation shares payable in installments based upon executive's election. Supplemental 401(k) plan shares payable upon retirement.
- (5) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (6) These Restricted Share Rights ("RSR") 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.
- (7) Each RSR represents a contingent right to receive one share of Company common stock.
- (8) 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.
- (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: 30% on 7/24/2015, 30% on 7/24/2016, and 40% on 7/24/2017. 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.
- (11) 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.
- (12)

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Remarks:
 ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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