

WELLS FARGO & COMPANY/MN

Form 4

March 17, 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)
03/15/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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	03/15/2017		M		49,522.5942 (1)	A	\$ 0
Common Stock, \$1 2/3 Par Value	03/15/2017		F		24,707.5942	D	\$ 58.71
Common Stock, \$1 2/3 Par Value	03/15/2017		M		7,991.336 (2)	A	\$ 0

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Common Stock, \$1 2/3 Par Value	03/15/2017	F	3,003.336	D	\$ 58.71	40,885	D	
Common Stock, \$1 2/3 Par Value	03/15/2017	M	1,274.1294 (3)	A	\$ 0	42,159.1294	D	
Common Stock, \$1 2/3 Par Value	03/15/2017	F	479.1294	D	\$ 58.71	41,680	D	
Common Stock, \$1 2/3 Par Value						7,067.5119 (4)	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						276,756	I	Through Family Trust

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

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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 Shares
2014 Performance Shares	(5)	03/15/2017		M		49,522.5942		(6)	(6)	Common Stock, \$1 2/3 Par Value	49,522.5942
Restricted Share Right	(7)	03/15/2017		M		7,991.336		(8)	(8)	Common Stock, \$1 2/3 Par Value	7,991.336
	(7)	03/15/2017		M		1,274.1294		(9)	(9)		1,274.1294

Restricted
Share Right

Common
Stock, \$1
2/3 Par
Value

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

03/17/2017

__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).

- These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2017 upon settlement of a
- (1) Performance Share award granted on February 25, 2014 for the three-year performance period ended December 31, 2016 (as previously disclosed on a Form 4 filed on March 2, 2017).
 - (2) Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2017. Original grant date was 2/25/2014. This vesting represents one-third 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-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
 - (4) 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 Company common stock.
 - (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 final number of 2014 Performance Shares earned for the three-year performance period ended December 31, 2016. The
- (6) 2014 Performance Shares will be settled in shares of common stock of the Company on March 15, 2017. 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.
 - (8) These RSRs vest in three installments: one-third on 3/15/2015, 3/15/2016, and 3/15/2017. These RSRs were granted to the reporting person as part of the reporting person's 2013 annual incentive compensation award.
- These RSRs vest in three installments: one-third on 3/15/2016, 3/15/2017, and 3/15/2018. As a condition to receiving the grant, the
- (9) 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 2014 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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