

WELLS FARGO & COMPANY/MN

Form 3

July 07, 2017

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 *

^ Weiss Jonathan G.

(Last) (First) (Middle)

375 PARK AVENUE

(Street)

NEW YORK, ^ NY ^ 10152

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/01/2017

3. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & COMPANY/MN [WFC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. Executive Vice President

5. 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 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

86,120

D

^

Common Stock, \$1 2/3 Par Value

4,454.209 ⁽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
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Purchase Option	Â (2)	02/19/2018	Common Stock, \$1 2/3 Par Value	12,590	\$ 169.72	D	Â
Restricted Share Right	Â (3)	Â (3)	Common Stock, \$1 2/3 Par Value	14,021.5668	\$ (4)	D	Â
Restricted Share Right	Â (5)	Â (5)	Common Stock, \$1 2/3 Par Value	7,720.1713	\$ (4)	D	Â
Restricted Share Right	Â (6)	Â (6)	Common Stock, \$1 2/3 Par Value	17,498.9411	\$ (4)	D	Â
Restricted Share Right	Â (7)	Â (7)	Common Stock, \$1 2/3 Par Value	4,916.9163	\$ (4)	D	Â
Restricted Share Right	Â (8)	Â (8)	Common Stock, \$1 2/3 Par Value	10,352.1627	\$ (4)	D	Â
Restricted Share Right	Â (9)	Â (9)	Common Stock, \$1 2/3 Par Value	4,625.2376	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiss Jonathan G. 375 PARK AVENUE NEW YORK, NY 10152	Â	Â	Â Sr. Executive Vice President	Â

Signatures

Jonathan G. Weiss, by Anthony R. Augliera, as
Attorney-in-Fact

07/07/2017

__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 July 1, 2017, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.

(2) The employee stock options, representing a right to purchase a total of 12,590 shares, became exercisable at 33% per year on the first, second, and third anniversary of the date of grant (2/19/2008).

These Restricted Share Rights ("RSR") vest in three installments: one-third on 3/15/2018, 3/15/2019, and 3/15/2020. 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 2016 annual incentive compensation award.

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

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.

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. These RSRs were granted to the reporting person as part of the reporting person's 2014 annual incentive compensation award.

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. 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 3/15/2017, 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.

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 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.

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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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