

WELLS FARGO & COMPANY/MN

Form 4

November 05, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Modjtabai Avid

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)
420 MONTGOMERY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2014

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

SAN FRANCISCO, CA 94104

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	11/03/2014		M		129,040	A	\$ 32.245
Common Stock, \$1 2/3 Par Value	11/03/2014		F		104,614	D	\$ 53.37
Common Stock, \$1 2/3 Par Value	11/03/2014		M		168,170	A	\$ 34.39

Common Stock, \$1 2/3 Par Value	11/03/2014	F	139,569	D	\$ 53.37	53,027	D
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Common Stock, \$1 2/3 Par Value					9,135.7418 <u>(1)</u>	I	Through 401(k) Plan
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Common Stock, \$1 2/3 Par Value					203,036	I	Through Trust
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Employee Stock Purchase Option	\$ 32.245	11/03/2014		M		129,040	<u>(2)</u>	02/28/2016	Common Stock, \$1 2/3 Par Value	129,04
Employee Stock Purchase Option	\$ 34.39	11/03/2014		M		168,170	<u>(3)</u>	02/27/2017	Common Stock, \$1 2/3 Par Value	168,17

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Modjtabai Avid 420 MONTGOMERY STREET	Sr. Executive Vice President

SAN FRANCISCO, CA 94104

Signatures

Avid Modjtabai, by Anthony R. Augliera, as
Attorney-in-Fact

11/05/2014

__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) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of October 31, 2014, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.
- (2) The employee stock options granted on 2/28/2006, representing a right to purchase a total of 129,040 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (3) The employee stock options granted on 2/27/2007, representing a right to purchase a total of 168,170 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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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