

WELLS FARGO & COMPANY/MN

Form 4

October 23, 2015

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)
10/22/2015

____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value	08/21/2015		G	V 4,780 D \$ 0	0	D	
Common Stock, \$1 2/3 Par Value	08/21/2015		G	V 4,780 A \$ 0	201,953	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	10/22/2015		M	33,560 A \$ 32.245	33,560	D	

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Common Stock, \$1 2/3 Par Value	10/22/2015	F	27,083	D	\$ 54.06	6,477	D	
Common Stock, \$1 2/3 Par Value	10/22/2015	M	56,060	A	\$ 34.39	62,537	D	
Common Stock, \$1 2/3 Par Value	10/22/2015	F	46,305	D	\$ 54.06	16,232	D	
Common Stock, \$1 2/3 Par Value						6,687.451 ⁽¹⁾	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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(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 or Number of Shares
Employee Stock Purchase Option	\$ 32.245	10/22/2015		M		33,560		<u>(2)</u>	02/28/2016	Common Stock, \$1 2/3 Par Value	33,560
Employee Stock Purchase Option	\$ 34.39	10/22/2015		M		56,060		<u>(3)</u>	02/27/2017	Common Stock, \$1 2/3 Par Value	56,060

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

10/23/2015

__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) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of September 30, 2015, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.
- (2) The employee stock options, representing a right to purchase a total of 33,560 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/28/2007).
- (3) The employee stock options, representing a right to purchase a total of 56,060 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/27/2008).

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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