

WELLS FARGO & COMPANY/MN

Form 4

January 27, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Codel Franklin 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)
1 HOME CAMPUS
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2017

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

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

DES MOINES, IA 50328

(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 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	01/26/2017		M		33,640	A	\$ 34.39
Common Stock, \$1 2/3 Par Value	01/26/2017		F		24,774	D	\$ 57.18
Common Stock, \$1 2/3 Par Value							20
							I
							By child

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Common Stock, \$1 2/3 Par Value	11,180.5803 <u>(1)</u>	I	Through 401(k) Plan
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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 or Number of Shares
Employee Stock Purchase Option	\$ 34.39	01/26/2017		M	33,640	<u>(2)</u> 02/27/2017	Common Stock, \$1 2/3 Par Value 33,640

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Codel Franklin R 1 HOME CAMPUS DES MOINES, IA 50328	Sr. Executive Vice President

Signatures

Franklin R. Codel, by Anthony R. Augliera, as Attorney-in-Fact	01/27/2017
<u> </u> **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 December 30, 2016, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.

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- The employee stock options, representing a right to purchase a total of 33,640 shares, became exercisable in three equal annual
- (2) 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.

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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