

WELLS FARGO & COMPANY/MN

Form 5

February 13, 2017

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
STUMPF JOHN G

(Last) (First) (Middle)

420 MONTGOMERY STREET

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
WELLS FARGO &
COMPANY/MN [WFC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Former Chairman & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$1 2/3 Par Value	08/17/2016	Â	G ⁽¹⁾	258,339	A	\$ 0	1,720,353	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	08/17/2016	Â	G ⁽¹⁾	258,339	D	\$ 0	100	D	Â
Common Stock, \$1	09/06/2016	Â	G ⁽¹⁾	65,000	A	\$ 0	1,720,353	I	Through Family

2/3 Par Value									Trust
Common Stock, \$1 2/3 Par Value	09/06/2016	Â	G ⁽¹⁾	32,500	D	\$ 0	167,500	I	Through JS GRAT
Common Stock, \$1 2/3 Par Value	09/06/2016	Â	G ⁽¹⁾	32,500	D	\$ 0	167,500	I	Through RS GRAT
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	89,914.9121 ⁽²⁾	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	7,736.164	I	Through Ira
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	112,000	I	Through JJS 2011 Irrevocable Trust
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	150,000	I	Through RT 2011 Irrevocable Trust
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	4,863.447	I	Through Self Employed Pension Plan
Common Stock, \$1 2/3 Par Value	Â	Â	Â	Â	Â	Â	5,387.218	I	Through Spouse's Ira

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(A) (D) Date Expiration Title Amount
Exercisable Date or
Number
of
Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STUMPF JOHN G
420 MONTGOMERY STREET X X X Former Chairman & CEO X
SAN FRANCISCO, CA 94104

Signatures

John G. Stumpf, by Anthony R. Augliera, as
Attorney-in-Fact

02/13/2017

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).
- (1) Reflect the transfer of shares already owned between personal accounts of the reporting person and the reporting person's spouse. No change in the reporting person's aggregate beneficial ownership occurred as a result of these transfers.
- (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan (the "Plan") as of September 30, 2016, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.