

WELLS FARGO & COMPANY/MN
Form 4
October 23, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify 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)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Purchase Option	\$ 32.245	10/22/2015		M	33,560	⁽²⁾ 02/28/2016	Common Stock, \$1 2/3 Par Value	33,560	
Employee Stock Purchase Option	\$ 34.39	10/22/2015		M	56,060	⁽³⁾ 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. 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.