

WELLS FARGO & COMPANY/MN

Form 4

March 18, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEID MICHAEL J

(Last) (First) (Middle)

1 HOME CAMPUS

(Street)

DES MOINES, IA 50328

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	03/15/2014		M		64,603.2379 (1)	A	\$ 0 64,603.2379
Common Stock, \$1 2/3 Par Value	03/15/2014		F		30,978.2379	D	\$ 47.4 33,625
Common Stock, \$1 2/3 Par Value	03/15/2014		M		29,928.6946 (2)	A	\$ 0 63,553.6946

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Common Stock, \$1 2/3 Par Value	03/15/2014	F	13,647.6946	D	\$ 47.4	49,906	D
Common Stock, \$1 2/3 Par Value	03/15/2014	M	765.4822 ⁽³⁾	A	\$ 0	50,671.4822	D
Common Stock, \$1 2/3 Par Value	03/15/2014	F	349.4822	D	\$ 47.4	50,322	D
Common Stock, \$1 2/3 Par Value	03/15/2014	M	6,718.5119 ⁽⁴⁾	A	\$ 0	57,040.5119	D
Common Stock, \$1 2/3 Par Value	03/15/2014	F	3,064.5119	D	\$ 47.4	53,976	D
Common Stock, \$1 2/3 Par Value	03/15/2014	M	825.6829 ⁽⁵⁾	A	\$ 0	54,801.6829	D
Common Stock, \$1 2/3 Par Value	03/15/2014	F	376.6829	D	\$ 47.4	54,425	D
Common Stock, \$1 2/3 Par Value	03/15/2014	M	587.1442 ⁽⁶⁾	A	\$ 0	55,012.1442	D
Common Stock, \$1 2/3 Par Value	03/15/2014	F	268.1442	D	\$ 47.4	54,744	D
Common Stock, \$1 2/3 Par Value	03/15/2014	M	5,282.2411 ⁽⁷⁾	A	\$ 0	60,026.2411	D
Common Stock, \$1 2/3 Par Value	03/15/2014	F	2,409.2411	D	\$ 47.4	57,617	D

I

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Common Stock, \$1 2/3 Par Value	12,528.1342 (8)	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value	64,698 I	Through MJH Rev Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2011 Performance Shares	(9)	03/15/2014		M	64,603.2379	(10)	(10)	Common Stock, \$1 2/3 Par Value	64,603.2379
Restricted Share Right	(11)	03/15/2014		M	29,928.6946	(12)	(12)	Common Stock, \$1 2/3 Par Value	29,928.6946
Restricted Share Right	(11)	03/15/2014		M	765.4822	(13)	(13)	Common Stock, \$1 2/3 Par Value	765.4822
Restricted Share Right	(11)	03/15/2014		M	6,718.5119	(14)	(14)	Common Stock, \$1 2/3 Par Value	6,718.5119
Restricted Share Right	(11)	03/15/2014		M	825.6829	(15)	(15)	Common Stock, \$1 2/3 Par Value	825.6829
	(11)	03/15/2014		M	587.1442	(16)	(16)		587.1442

Restricted
Share RightCommon
Stock, \$1
2/3 Par
ValueRestricted
Share Right(11)

03/15/2014

M

5,282.2411

(17)(17)Common
Stock, \$1
2/3 Par
Value

5,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEID MICHAEL J 1 HOME CAMPUS DES MOINES, IA 50328	Executive Vice President

Signatures

Michael J. Heid, by Anthony R. Augliera, as
Attorney-in-Fact

03/18/2014

__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) These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2014 upon settlement of a Performance Share award granted on February 22, 2011 in connection with the attainment of pre-established performance goals over the three-year performance period ended December 31, 2013 (as previously disclosed on a Form 4 filed on March 4, 2014).
- (2) Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2014. Original grant date was 2/23/2010. This vesting represents 30% of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (3) Number of shares represents a RSR vesting on 3/15/2014. Original grant date was 2/22/2011. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (4) Number of shares represents a RSR vesting on 3/15/2014. Original grant date was 2/22/2011. This vesting represents 30% of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (5) Number of shares represents a RSR vesting on 3/15/2014. Original grant date was 2/28/2012. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (6) Number of shares represents a RSR vesting on 3/15/2014. Original grant date was 3/8/2013. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (7) Number of shares represents a RSR vesting on 3/15/2014. Original grant date was 3/8/2013. This vesting represents one-fourth of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (8) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan (the "Plan") as of February 28, 2014, as if invested cash equivalents held by Plan were fully invested in Company common stock.
- (9) Each Performance Share represented a contingent right to receive one share of Company common stock upon vesting based on the attainment of pre-established performance goals.
- (10) Represents the maximum number of 2011 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2013, as provided under the terms of a Performance Share award granted on February 22, 2011, which is exempt under Rule 16b-3(d). The 2011 Performance Shares will be settled in shares of

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common stock of the Company on March 15, 2014. As a condition to receiving the award, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.

- (11) Each RSR represents a contingent right to receive one share of Company common stock.
- (12) These RSRs vest in four installments: 5% on 11/1/2010, 25% on 3/15/2013, 30% on 3/15/2014, and 40% on 3/15/2015.
- (13) These RSRs vest in three installments: one-third on each of 3/15/2012, 3/15/2013, and 3/15/2014. These RSRs were granted to the reporting person as part of the reporting person's 2010 annual incentive compensation award.
- (14) These RSRs vest in three installments: 30% on each of 3/15/2014 and 3/15/2015, and 40% on 3/15/2016.
These RSRs vest in three installments: one-third on 3/15/2013, 3/15/2014, and 3/15/2015. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting. These RSRs were granted to the reporting person as part of the reporting person's 2011 annual incentive compensation award.
- (15) These RSRs vest in three installments: one-third on 3/15/2014, 3/15/2015, and 3/15/2016. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting. These RSRs were granted to the reporting person as part of the reporting person's 2012 annual incentive compensation award.
- (16) These RSRs vest in four installments: one-fourth on 3/15/2014, 3/15/2015, 3/15/2016, and 3/15/2017. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.
- (17) These RSRs vest in four installments: one-fourth on 3/15/2014, 3/15/2015, 3/15/2016, and 3/15/2017. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon vesting.

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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