

WELLS FARGO &amp; COMPANY/MN

Form 4

April 21, 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

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response... 0.5

(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)  
420 MONTGOMERY STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/21/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior Executive VP & CFO

SAN FRANCISCO, CA 94104

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/21/2017                              |                                                             | G                                    | V 37,663 D \$ 0 3,742                                                      |                                                                                                                    | D                                                                    |                                         |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/21/2017                              |                                                             | G                                    | V 37,663 A \$ 0 314,419                                                    |                                                                                                                    | I                                                                    | Through<br>Family<br>Trust              |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/29/2017                              |                                                             | G                                    | V 3,742 D \$ 0 0                                                           |                                                                                                                    | D                                                                    |                                         |

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|                                          |            |   |   |       |   |      |                   |   |                            |
|------------------------------------------|------------|---|---|-------|---|------|-------------------|---|----------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/29/2017 | G | V | 3,742 | A | \$ 0 | 318,161           | I | Through<br>Family<br>Trust |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |            |   |   |       |   |      | 7,362.8572<br>(1) | I | Through<br>401(k)<br>Plan  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst           |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                    | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock<br>Units                           | (2)                                                                | 04/19/2017                              |                                                             | D                                    | 0.3087                                                                                                       | (3)                                                            | (3)                                                                 | Common<br>Stock, \$1<br>2/3 Par<br>Value | 0.3087 \$ 5                         |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships                    |
|-------------------------------------------------------------------------|----------------------------------|
|                                                                         | Director 10% Owner Officer Other |
| Shrewsberry John R.<br>420 MONTGOMERY STREET<br>SAN FRANCISCO, CA 94104 | Senior Executive VP & CFO        |

## Signatures

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

04/21/2017

\_\_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) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of March 31, 2017, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.
- (2) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (3) Deferred compensation shares payable in installments based upon executive's election. Supplemental 401(k) plan shares payable upon retirement.

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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