

WELLS FARGO & COMPANY/MN  
 Form 4  
 February 19, 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 \*  
 CALLAHAN PATRICIA 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)  
 02/17/2015

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

SAN FRANCISCO, CA 94104  
 (City) (State) (Zip)

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

**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 | 02/17/2015                           |                                                    | G                              | V 11,000 D \$ 0                                                   | 351,633                                                                                       | I                                                        | Through Family Trust                                  |
| Common Stock, \$1 2/3 Par Value | 02/17/2015                           |                                                    | M                              | 232,260 A \$ 32.245                                               | 232,260                                                                                       | D                                                        |                                                       |
| Common Stock, \$1 2/3 Par Value | 02/17/2015                           |                                                    | F                              | 181,439 D \$ 55.37                                                | 50,821                                                                                        | D                                                        |                                                       |

|                                  |                          |   |                          |
|----------------------------------|--------------------------|---|--------------------------|
| Common Stock, \$1 2/3 Par Value  | 9,411.5699<br><u>(1)</u> | I | Through 401(k) Plan      |
| Common Stock, \$1 2/3 Par Value  | 6,148                    | I | Through Child            |
| Common Stock, \$1 2/3 Par Value  | 19,899                   | I | Through KCD 2005 Trust 1 |
| Common Stock, \$1 2/3 Par Value  | 19,899                   | I | Through KCD 2005 Trust 2 |
| Depository Shares, Pfd, Series N | 8,000                    | I | Through Family Trust     |

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.**

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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 Number Shares                                    |
| Employee Stock Purchase Option             | \$ 32.245                                              | 02/17/2015                           |                                                    | M                              | 232,260                                                                                 | <u>(2)</u> 02/28/2016                                    | Common Stock, \$1 2/3 Par Value 232,260                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

CALLAHAN PATRICIA R  
420 MONTGOMERY STREET  
SAN FRANCISCO, CA 94104

Senior Executive VP

## Signatures

Patricia R. Callahan, by Anthony R. Augliera, as  
Attorney-in-Fact

02/19/2015

\_\_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 equivalents of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of January 31, 2015, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.
- (2) The employee stock options granted on 2/28/2006, representing a right to purchase a total of 232,260 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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.