WELLS FARGO & COMPANY/MN
Form 4
March 17, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
03/15/2015

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	03/15/2015		M		40,976.5287 (1)	A	$ 0	40,976.5287	D	
Common Stock, $1 2/3 Par Value	03/15/2015		F		18,430.5287	D	$ 55.34	22,546	D	
Common Stock, $1 2/3 Par Value	03/15/2015		M		6,898.93 (2)	A	$ 0	29,444.93	D	

Common Stock, $1 2/3 Par Value	03/15/2015		F	3,145.93	D	$ 55.34	26,299	D
Common Stock, $1 2/3 Par Value	03/15/2015		M	847.8558 (3)	A	$ 0	27,146.8558	D
Common Stock, $1 2/3 Par Value	03/15/2015		F	386.8558	D	$ 55.34	26,760	D
Common Stock, $1 2/3 Par Value	03/15/2015		M	602.9114 (4)	A	$ 0	27,362.9114	D
Common Stock, $1 2/3 Par Value	03/15/2015		F	275.9114	D	$ 55.34	27,087	D
Common Stock, $1 2/3 Par Value	03/15/2015		M	5,424.0898 (5)	A	$ 0	32,511.0898	D
Common Stock, $1 2/3 Par Value	03/15/2015		F	2,474.0898	D	$ 55.34	30,037	D
Common Stock, $1 2/3 Par Value	03/15/2015		M	426.1443 (6)	A	$ 0	30,463.1443	D
Common Stock, $1 2/3 Par Value	03/15/2015		F	195.1443	D	$ 55.34	30,268	D
Common Stock, $1 2/3 Par Value	03/15/2015		M	130,107.2353 (7)	A	$ 0	160,375.2353	D
Common Stock, $1 2/3 Par Value	03/15/2015		F	62,387.2353	D	$ 55.34	97,988	D
								I

Common Stock, $1 2/3 Par Value	13,256.8587 (8)		Through 401(k) Plan
Common Stock, $1 2/3 Par Value	93,853	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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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Restricted Share Right	(9)	03/15/2015		M			40,976.5287	(10)	(10)	Common Stock, $1 2/3 Par Value	4
Restricted Share Right	(9)	03/15/2015		M			6,898.93	(11)	(11)	Common Stock, $1 2/3 Par Value	
Restricted Share Right	(9)	03/15/2015		M			847.8558	(12)	(12)	Common Stock, $1 2/3 Par Value	
Restricted Share Right	(9)	03/15/2015		M			602.9114	(13)	(13)	Common Stock, $1 2/3 Par Value	
Restricted Share Right	(9)	03/15/2015		M			5,424.0898	(14)	(14)	Common Stock, $1 2/3 Par Value	
	(9)	03/15/2015		M			426.1443	(15)	(15)		

Restricted Share Right								Common Stock, $1 2/3 Par Value	
2012 Performance Shares	(16)	03/15/2015		M	130,107.2353	(17)	(17)	Common Stock, $1 2/3 Par Value	1

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	03/17/2015
**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) Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2015. Original grant date was 2/23/2010. This vesting represents 40% of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).

(2) Number of shares represents a RSR vesting on 3/15/2015. 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).

(3) Number of shares represents a RSR vesting on 3/15/2015. 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).

(4) Number of shares represents a RSR vesting on 3/15/2015. 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).

(5) Number of shares represents a RSR vesting on 3/15/2015. 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).

(6) Number of shares represents a RSR vesting on 3/15/2015. Original grant date was 2/25/2014. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).

(7) These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2015 upon settlement of a Performance Share award granted on February 28, 2012 in connection with the attainment of pre-established performance goals over the three-year performance period ended December 31, 2014 (as previously disclosed on a Form 4 filed on March 3, 2015).

(8) Reflects share equivalent of units in Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of February 28, 2015, as if invested cash equivalents held by Plan were fully invested in Company common stock.

(9) Each RSR represents a contingent right to receive one share of Company common stock.

(10) 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.

(11) These RSRs vest in three installments: 30% on each of 3/15/2014 and 3/15/2015, and 40% on 3/15/2016.

(12)

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.

(13) 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.

(14) 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.

(15) These RSRs vest in three installments: one-third on 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. These RSRs were granted to the reporting person as part of the reporting person's 2013 annual incentive compensation award.

(16) Each Performance Share represents a contingent right to receive one share of Company common stock upon vesting based on the attainment of pre-established performance goals.

(17) Represents the maximum number of 2012 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2014, as provided under the terms of a Performance Share award granted on February 28, 2012, which is exempt under Rule 16b-3(d). The 2012 Performance Shares will be settled in shares of common stock of the Company on March 15, 2015. 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.

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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