

WELLS FARGO & COMPANY/MN

Form 4

March 07, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Modjtabai Avid

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)
03/03/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. Executive Vice President

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 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)
Common Stock, \$1 2/3 Par Value	03/03/2017		M	210,810	A \$ 31.4	210,910	D
Common Stock, \$1 2/3 Par Value	03/03/2017		F	161,272	D \$ 58.89	49,638	D
Common Stock, \$1 2/3 Par Value	03/03/2017		M	62,420	A \$ 13.05	112,058	D

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Common Stock, \$1 2/3 Par Value	03/03/2017	F	39,185	D	\$ 58.89	72,873	D	
Common Stock, \$1 2/3 Par Value						10,464.5916 (1)	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						369,307	I	Through Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Purchase Option	\$ 31.4	03/03/2017		M		210,810		<u>(2)</u>	02/26/2018	Common Stock, \$1 2/3 Par Value	210,810
Employee Stock Purchase Option	\$ 13.05	03/03/2017		M		62,420		<u>(3)</u>	02/24/2019	Common Stock, \$1 2/3 Par Value	62,420

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Modjtabai Avid 420 MONTGOMERY STREET	Sr. Executive Vice President

SAN FRANCISCO, CA 94104

Signatures

Avid Modjtabai, by Anthony R. Augliera, as
Attorney-in-Fact

03/07/2017

__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 February 28, 2017, 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 210,810 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/26/2009).
- (3) The employee stock options, representing a right to purchase a total of 320,000 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/24/2010).

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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