#### WELLS FARGO & COMPANY/MN

Form 4

March 17, 2016

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

### 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CARROLL DAVID M Issuer Symbol WELLS FARGO & (Check all applicable) COMPANY/MN [WFC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify \_X\_\_ Officer (give title (Month/Day/Year) below) ONE WELLS FARGO CENTER 03/15/2016 Senior Exec. Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

**OMB APPROVAL** 

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January 31,

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#### CHARLOTTE, NC 28288

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Securi	ties A	cquired,	Disposed of, or Be	neficially Ow	ned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities AcquoiDisposed of (D) (Instr. 3, 4 and 5)	(A) or		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 Ownershij (Instr. 4)
Common Stock, \$1 2/3 Par Value	03/15/2016		Code V  M	Amount 245,527.3823 (1)	(D)	Price	245,527.3823	D	
Common Stock, \$1 2/3 Par Value	03/15/2016		F	117,362.3823	D	\$ 49.98	128,165	D	
Common Stock, \$1 2/3 Par Value	03/15/2016		M	1,405.639 (2)	A	\$ 0	129,570.639	D	

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Common Stock, \$1 2/3 Par Value	03/15/2016	F	434.639	D	\$ 49.98	129,136	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	M	1,566.6502 (3)	A	\$ 0	130,702.6502	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	F	483.6502	D	\$ 49.98	130,219	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	M	826.1099 (4)	A	\$ 0	131,045.1099	D	
Common Stock, \$1 2/3 Par Value	03/15/2016	F	372.1099	D	\$ 49.98	130,673	D	
Common Stock, \$1 2/3 Par Value						2,706.4593 (5)	I	Through 401(k) Plan
Common Stock, \$1 2/3 Par Value						356,964	I	Through 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative 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)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
	<u>(6)</u>	03/15/2016		M		245,527.3823	<u>(7)</u>	(7)		24

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2013 Performance Shares							Common Stock, \$1 2/3 Par Value
Restricted Share Right	<u>(8)</u>	03/15/2016	M	1,405.639	<u>(9)</u>	<u>(9)</u>	Common Stock, \$1 2/3 Par Value
Restricted Share Right	<u>(8)</u>	03/15/2016	M	1,566.6502	(10)	(10)	Common Stock, \$1 2/3 Par Value
Restricted Share Right	<u>(8)</u>	03/15/2016	M	826.1099	<u>(11)</u>	<u>(11)</u>	Common Stock, \$1 2/3 Par Value

# **Reporting Owners**

Reporting Owner Name / Address	Ketationships					
	Director	10% Owner	Officer	Other		

CARROLL DAVID M ONE WELLS FARGO CENTER CHARLOTTE, NC 28288

Senior Exec. Vice President

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### **Signatures**

David M. Carroll, by Anthony R. Augliera, as Attorney-in-Fact

03/17/2016

\*\*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).
- These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2016 upon settlement of a (1) Performance Share award granted on March 8, 2013 in connection with the attainment of pre-established performance goals over the three-year performance period ended December 31, 2015 (as previously disclosed on a Form 4 filed on March 3, 2016).
- Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2016. 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).
- (3) Number of shares represents a RSR vesting on 3/15/2016. 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).
- (4) Number of shares represents a RSR vesting on 3/15/2016. Original grant date was 2/24/2015. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (5) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of February 29, 2016, as if investable cash equivalents held by Plan were fully invested in Company common stock.
- (6) 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.

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- Represents the maximum number of 2013 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2015, as provided under the terms of a Performance Share award granted on March 8, 2013, which is exempt under Rule 16b-3(d). The 2013 Performance Shares will be settled in shares of common stock of the Company on March 15, 2016. 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.
- (8) Each RSR represents a contingent right to receive one share of Company common stock.
- (9) 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.
- 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.
- These RSRs vest in three installments: one-third on 3/15/2016, 3/15/2017, and 3/15/2018. 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 2014 annual incentive compensation award.

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.