

WELLS FARGO & COMPANY/MN

Form 4

July 17, 2015

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 *
STROTHER JAMES M

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)
**45 FREMONT STREET, 27TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2015

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

(Street)
SAN FRANCISCO, CA 94105

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

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$1 2/3 Par Value	07/15/2015		M		130,000	A	\$ 13.05	288,023	D
Common Stock, \$1 2/3 Par Value	07/15/2015		F		81,874	D	\$ 57.78	206,149	D
Common Stock, \$1 2/3 Par								5,324.0836 ⁽¹⁾	I
									Through 401(k) Plan

Value

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	\$ 13.05	07/15/2015		M	130,000	(2) 02/24/2019	Common Stock, \$1 2/3 Par Value 130,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STROTHER JAMES M 45 FREMONT STREET 27TH FLOOR SAN FRANCISCO, CA 94105	Sr. Executive Vice President

Signatures

James M. Strother, by Anthony R. Augliera, as
Attorney-in-Fact

07/17/2015

__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) Reflects share equivalents of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of June 30, 2015, 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 240,000 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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