

WELLS FARGO & COMPANY/MN  
Form 4  
March 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
CARROLL DAVID M

(Last) (First) (Middle)  
ONE WELLS FARGO CENTER  
(Street)

CHARLOTTE, NC 28288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WELLS FARGO & COMPANY/MN [WFC]

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Exec. Vice President

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 | 03/15/2016                           |  | M                              |   | 245,527.3823 <sup>(1)</sup>   | A  | \$ 0  |
| Common Stock, \$1 2/3 Par Value | 03/15/2016                           |  | F                              |   | 117,362.3823  | D  | \$ 49.98  |
| Common Stock, \$1 2/3 Par Value | 03/15/2016                           |  | M                              |   | 1,405.639 <sup>(2)</sup>  | A  | \$ 0  |

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 4

|                                 |            |   |                           |   |          |                           |   |                     |
|---------------------------------|------------|---|---------------------------|---|----------|---------------------------|---|---------------------|
| 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 <sup>(3)</sup> | 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 <sup>(4)</sup>   | 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 <sup>(5)</sup> | 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.

**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.** 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 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 Security (Instr. 3 and 4) |       |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Ar<br>Nu<br>Sh |
|  | <sup>(6)</sup>   | 03/15/2016                           |  | M                              | (A) (D)<br>245,527.3823   | <sup>(7)</sup>   | <sup>(7)</sup>  |       | 2              |



## Edgar Filing: WELLS FARGO & COMPANY/MN - Form 4

- 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.
- (7)
- (8) Each RSR represents a contingent right to receive one share of Company common stock.
- 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.
- (9)
- 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.
- (10)
- 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.
- (11)

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.