

WELLS FARGO &amp; COMPANY/MN

Form 4

March 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mack Mary T

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)  
301 SOUTH COLLEGE STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Sr. Executive Vice President

CHARLOTTE, NC 28202

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |                                         |                                                             |                                      |                                                                            | 15,700                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |                                         |                                                             |                                      |                                                                            | 3,227.2123 <sup>(1)</sup>                                                                                          | I                                                                    | Through<br>401(k)<br>Plan                                         |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |                                         |                                                             |                                      |                                                                            | 147                                                                                                                | I                                                                    | Through<br>Spouse's<br>Trust                                      |

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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 Amount Number of Shares                               |
| 2014 Performance Shares                    | (2)                                                    | 02/28/2017                           |                                                    | A                              | 31,836.0308                                                                             | (3) (3)                                                  | Common Stock, \$1 2/3 Par Value 31,836.0308                 |
| Restricted Share Right                     | (4)                                                    | 02/28/2017                           |                                                    | A                              | 3,816                                                                                   | (5) (5)                                                  | Common Stock, \$1 2/3 Par Value 3,816                       |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|----------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                      | Other |
| Mack Mary T<br>301 SOUTH COLLEGE STREET<br>CHARLOTTE, NC 28202 |               |           | Sr. Executive Vice President |       |

## Signatures

Mary T. Mack, by Anthony R. Augliera, as Attorney-in-Fact

03/02/2017

\_\_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 and Wells Fargo Non-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 (the "Company") common stock.

(2) 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 final number of 2014 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2016 after taking into account a reduction approved by the Board's Human Resources Committee on February 28, 2017, in accordance with the terms of a Performance Share award granted on February 25, 2014, which is exempt under Rule 16b-3(d). The 2014 Performance Shares will be settled in shares of common stock of the Company on March 15, 2017. 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.

- (4) Each Restricted Share Right ("RSR") represents a contingent right to receive one share of Company common stock.

These RSRs vest in three installments: one-third on 3/15/2018, 3/15/2019, and 3/15/2020. 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 2016 annual incentive compensation award.

(5)

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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