

WELLS FARGO & COMPANY/MN
 Form 4
 November 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
 STUMPF JOHN G

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)
 10/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Chairman & CEO

SAN FRANCISCO, CA 94104

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 | 03/24/2014 | | G | V | 309,656 | D | \$ 0 |
| Common Stock, \$1 2/3 Par Value | 03/24/2014 | | G | V | 309,656 | A | \$ 0 |
| Common Stock, \$1 2/3 Par Value | 10/30/2014 | | M | | 190,880 | A | \$ 30.67 |
| | | | | | 190,880 | D | |
| | | | | | | I | Through Family Trust |

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| | | | | | | | | |
|---------------------------------|------------|---|---------|---|-----------|---------------------------|---|------------------------------------|
| Common Stock, \$1 2/3 Par Value | 10/30/2014 | F | 152,965 | D | \$ 52.46 | 37,915 | D | |
| Common Stock, \$1 2/3 Par Value | 10/30/2014 | M | 597,020 | A | \$ 29.905 | 634,935 | D | |
| Common Stock, \$1 2/3 Par Value | 10/30/2014 | F | 474,272 | D | \$ 52.46 | 160,663 | D | |
| Common Stock, \$1 2/3 Par Value | | | | | | 88,135.133 ⁽¹⁾ | I | Through 401(k) Plan |
| Common Stock, \$1 2/3 Par Value | | | | | | 7,638 ⁽²⁾ | I | Through Ira |
| Common Stock, \$1 2/3 Par Value | | | | | | 112,000 | I | Through JJS 2011 Irrevocable Trust |
| Common Stock, \$1 2/3 Par Value | | | | | | 150,000 | I | Through RT 2011 Irrevocable Trust |
| Common Stock, \$1 2/3 Par Value | | | | | | 4,801.735 ⁽³⁾ | I | Through Self Employed Pension Plan |
| Common Stock, \$1 2/3 Par Value | | | | | | 5,318.86 ⁽⁴⁾ | I | Through Spouse's Ira |

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)

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| 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) | Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Employee Stock Purchase Option | \$ 30.67 | 10/30/2014 | | M | 190,880 | (5) 08/01/2015 | Common Stock, \$1 2/3 Par Value | 190,880 |
| Employee Stock Purchase Option | \$ 29.905 | 10/30/2014 | | M | 597,020 | 02/22/2005 02/22/2015 | Common Stock, \$1 2/3 Par Value | 597,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | X | | President, Chairman & CEO | |

Signatures

John G. Stumpf, by Anthony R. Augliera, as Attorney-in-Fact
 11/03/2014
 __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 Wells Fargo ESOP Fund of 401(k) Plan (the "Plan") as of September 30, 2014, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (2) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 51.625 shares on 6/1/2014 and 51.608 shares on 9/1/2014.
- (3) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 32.455 shares on 6/1/2014 and 32.444 shares on 9/1/2014.
- (4) Includes the following shares of Company common stock acquired under the Company's dividend reinvestment plan: 35.95 shares on 6/1/2014 and 35.938 shares on 9/1/2014.
- (5) The employee stock options, representing a right to purchase a total of 190,880 shares, became exercisable in two equal installments on December 31, 2005 and December 31, 2006.

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.