

WELLS FARGO &amp; COMPANY/MN

Form 4

April 22, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Loughlin Michael J

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)  
04/20/2015

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

SAN FRANCISCO, CA 94104

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 Acquired (A)<br>or 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/19/2015                              |                                                             | G                                    | V 79,196                                                                | D \$ 0 6                                                                                                           | D                                                                       |                                                                                |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/19/2015                              |                                                             | G                                    | V 79,196                                                                | A \$ 0 222,523.324                                                                                                 | I                                                                       | Through<br>Family<br>Trust                                                     |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 04/20/2015                              |                                                             | M                                    | 112,110                                                                 | A \$ 34.39 112,116                                                                                                 | D                                                                       |                                                                                |

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Common  
Stock, \$1  
2/3 Par Value 04/20/2015 F 92,414 D \$ 54.36 19,702 D

Common  
Stock, \$1  
2/3 Par Value 7,980.5616 <sup>(1)</sup> I Through  
401(k)  
Plan

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |         | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                          |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------|---------------------------------------------------------------------|--------------------|------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)     | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                    | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Purchase<br>Option             | \$ 34.39                                                              | 04/20/2015                              |                                                             | M                                       |                                                                                                           |                                                                | 112,110 | <u>(2)</u>                                                          | 02/27/2017         | Common<br>Stock, \$1<br>2/3 Par<br>Value | 112,110                    |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                    |
|------------------------------------------------------------------------|----------------------------------|
|                                                                        | Director 10% Owner Officer Other |
| Loughlin Michael J<br>420 MONTGOMERY STREET<br>SAN FRANCISCO, CA 94104 | Sr. Executive Vice President     |

## Signatures

Michael J. Loughlin, by Anthony R. Augliera, as  
Attorney-in-Fact

04/22/2015

                    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 equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of March 31, 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 112,110 shares, became exercisable in three equal installments beginning on the first anniversary of the date of grant (2/27/2008).

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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