

WELLS FARGO &amp; COMPANY/MN

Form 4

March 17, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pelos Petros 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)  
03/15/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify 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) 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017                              |                                                             | M                                    |                                                                         | 44,806.4669<br>(1)                                                                                                 | A                                                                       | \$ 0                                                              |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017                              |                                                             | F                                    |                                                                         | 23,380.4669                                                                                                        | D                                                                       | \$<br>58.71                                                       |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017                              |                                                             | M                                    |                                                                         | 2,358.0637<br>(2)                                                                                                  | A                                                                       | \$ 0                                                              |

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|                                          |            |   |                   |   |             |                    |   |                           |
|------------------------------------------|------------|---|-------------------|---|-------------|--------------------|---|---------------------------|
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017 | F | 1,175.0637        | D | \$<br>58.71 | 22,609             | D |                           |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017 | M | 1,831.8257<br>(3) | A | \$ 0        | 24,440.8257        | D |                           |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017 | F | 912.8257          | D | \$<br>58.71 | 23,528             | D |                           |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017 | M | 2,352.5073<br>(4) | A | \$ 0        | 25,880.5073        | D |                           |
| Common<br>Stock, \$1<br>2/3 Par<br>Value | 03/15/2017 | F | 1,172.5073        | D | \$<br>58.71 | 24,708             | D |                           |
| Common<br>Stock, \$1<br>2/3 Par<br>Value |            |   |                   |   |             | 85,059.1082<br>(5) | I | Through<br>401(k)<br>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 Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                          |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                           | Date<br>Exercisable                                            | Expiration<br>Date                                             | Title                                    |
| 2014<br>Performance<br>Shares                       | (6)                                                                   | 03/15/2017                              |                                                             | M                                       | 44,806.4669                                                                                         | (7)                                                            | (7)                                                            | Common<br>Stock, \$1<br>2/3 Par<br>Value |
|                                                     | (8)                                                                   | 03/15/2017                              |                                                             | M                                       | 2,358.0637                                                                                          | (9)                                                            | (9)                                                            |                                          |

Restricted  
Share Right

Common  
Stock, \$1  
2/3 Par  
Value

Restricted  
Share Right

(8)

03/15/2017

M

1,831.8257

(10)

(10)

Common  
Stock, \$1  
2/3 Par  
Value

1,8

Restricted  
Share Right

(8)

03/15/2017

M

2,352.5073

(11)

(11)

Common  
Stock, \$1  
2/3 Par  
Value

2,3

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

Pelos Petros G  
420 MONTGOMERY STREET  
SAN FRANCISCO, CA 94104

Sr. Executive Vice President

## Signatures

Petros G. Pelos, by Anthony R. Augliera, as  
Attorney-in-Fact

03/17/2017

\_\_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) These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2017 upon settlement of a Performance Share award granted on February 25, 2014 for the three-year performance period ended December 31, 2016 (as previously disclosed on a Form 4 filed on March 2, 2017).
- (2) Number of shares represents a Restricted Share Right ("RSR") vesting on 3/15/2017. Original grant date was 2/25/2014. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (3) Number of shares represents a RSR vesting on 3/15/2017. Original grant date was 2/24/2015. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (4) Number of shares represents a RSR vesting on 3/15/2017. Original grant date was 2/23/2016. This vesting represents one-third of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (5) Reflects share equivalent of units in the Wells Fargo 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 Company common stock.
- (6) 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.
- (7) Represents the final number of 2014 Performance Shares earned for the three-year performance period ended December 31, 2016. 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.
- (8) Each RSR represents a contingent right to receive one share of Company common stock.

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(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) These RSRs vest in three installments: one-third on 3/15/2017, 3/15/2018, and 3/15/2019. 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 2015 annual incentive compensation award.

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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