

WELLS FARGO & COMPANY/MN
 Form 4
 March 02, 2017

FORM 4

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

OMB APPROVAL

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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 *
LEVY RICHARD

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
 Officer (give title below) _____ Other (specify below)
Executive VP & Controller

CHARLOTTE, NC 28202

(City) (State) (Zip)

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

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)
Common Stock, \$1 2/3 Par Value				(A) or (D)	1,946	D	
Common Stock, \$1 2/3 Par Value				(A) or (D)	99	I	Ira
Common Stock, \$1 2/3 Par Value				(A) or (D)	1,197.461 ⁽¹⁾	I	Through 401(k) Plan

Common Stock, \$1 2/3 Par Value	134,222	I	Through RL & DL Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	51,881.7441	(3) (3)	Common Stock, \$1 2/3 Par Value 51,881.7441

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEVY RICHARD 301 SOUTH COLLEGE STREET CHARLOTTE, NC 28202	Executive VP & Controller

Signatures

Richard Levy, 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 under the 401(k) Plan (the "Plan") as of February 28, 2017, as if investable cash equivalents held by the 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,
- (3) 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.

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.