

WELLS FARGO & COMPANY/MN
 Form 4
 April 17, 2015

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 *
TOLSTEDT CARRIE L

(Last) (First) (Middle)
 420 MONTGOMERY STREET
 (Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WELLS FARGO & COMPANY/MN [WFC]

3. Date of Earliest Transaction (Month/Day/Year)
 04/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock, \$1 2/3 Par Value | 03/24/2015 | | G | V 139,162 D \$ 0 0 | | D | |
| Common Stock, \$1 2/3 Par Value | 03/24/2015 | | G | V 139,162 A \$ 0 651,342.77 | | I | Through Family Trust |
| Common Stock, \$1 2/3 Par Value | 04/16/2015 | | M | 451,620 A \$ 32.245 451,620 | | D | |

| | | | | | | | | |
|--|------------|---|---------|---|----------|---------------------------|---|---------------------------|
| Common Stock, \$1 2/3 Par Value | 04/16/2015 | F | 362,708 | D | \$ 54.81 | 88,912 | D | |
| Common Stock, \$1 2/3 Par Value | 04/16/2015 | M | 420,410 | A | \$ 34.39 | 509,322 | D | |
| Common Stock, \$1 2/3 Par Value | 04/16/2015 | F | 345,510 | D | \$ 54.81 | 163,812 | D | |
| Common Stock, \$1 2/3 Par Value | | | | | | 17,399.9956 <u>(1)</u> | I | Through 401(k) Plan |

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 Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Purchase Option | \$ 32.245 | 04/16/2015 | | M | 451,620 | <u>(2)</u> | 02/28/2016 | Common Stock, \$1 2/3 Par Value | 451,620 |
| Employee Stock Purchase Option | \$ 34.39 | 04/16/2015 | | M | 420,410 | <u>(3)</u> | 02/27/2017 | Common Stock, \$1 2/3 Par Value | 420,410 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

TOLSTEDT CARRIE L
420 MONTGOMERY STREET
SAN FRANCISCO, CA 94104

Sr. Executive Vice President

Signatures

Carrie L. Tolstedt, by Anthony R. Augliera, as
Attorney-in-Fact

04/17/2015

__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 451,620 shares, became exercisable in three equal installments beginning on the first anniversary of the date of grant (2/28/2007).
- (3) The employee stock options, representing a right to purchase a total of 420,410 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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