

WELLS FARGO & COMPANY/MN

Form 4

March 03, 2016

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dean Lloyd H

(Last) (First) (Middle)

DIGNITY HEALTH, 185 BERRY
STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WELLS FARGO &
COMPANY/MN [WFC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2016

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)

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 Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value	03/01/2016		M	6,658 A	\$ 32.55	42,072.899	D
Common Stock, \$1 2/3 Par Value	03/01/2016		F	4,448 D	\$ 48.72	37,624.899	D
Common Stock, \$1 2/3 Par	03/01/2016		M	4,183 A (1)	\$ 48.72	41,807.899 (2)	D

Value

Common
Stock, \$1
2/3 Par
Value

1,122

I

Through
Family
TrustCommon
Stock, \$1
2/3 Par
Value

264

I

Through
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)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Num Share
Director Stock Purchase Option	\$ 32.55	03/01/2016		M	6,658	10/25/2006 04/25/2016	Common Stock, \$1 2/3 Par Value 6
Phantom Stock Units	(3)	03/01/2016		M	4,181.5937	(4) (4)	Common Stock, \$1 2/3 Par Value 4,181

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dean Lloyd H DIGNITY HEALTH 185 BERRY STREET, SUITE 300 SAN FRANCISCO, CA 94107	X			

Signatures

Lloyd H. Dean, by Anthony R. Augliera, as
Attorney-in-Fact

03/03/2016

__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) Fractional number of phantom stock units rounded up and paid out in whole number of shares under the terms of the applicable director deferral plan.
- (2) Includes the following shares acquired through Wells Fargo & Company's (the "Company") dividend reinvestment plan: 22.434 shares on 3/1/2016.
- (3) Each phantom stock unit represents the right to receive one share of Company common stock.
- (4) Deferred compensation shares payable in installments based upon director's election.
- (5) Price of derivative security is \$48.72.

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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