

WELLS FARGO & COMPANY/MN
 Form 4
 October 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Shrewsberry John R.

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)
 45 FREMONT STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Executive VP & CFO

SAN FRANCISCO, CA 94105

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$1 2/3 Par Value | 08/21/2015 | | G | V 4,780 D \$ 0 | 0 | D | |
| Common Stock, \$1 2/3 Par Value | 08/21/2015 | | G | V 4,780 A \$ 0 | 201,953 | I | Through Family Trust |
| Common Stock, \$1 2/3 Par Value | 10/22/2015 | | M | 33,560 A \$ 32.245 | 33,560 | D | |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|--------------------------|---|---------------------|
| Common Stock, \$1 2/3 Par Value | 10/22/2015 | F | 27,083 | D | \$ 54.06 | 6,477 | D | |
| Common Stock, \$1 2/3 Par Value | 10/22/2015 | M | 56,060 | A | \$ 34.39 | 62,537 | D | |
| Common Stock, \$1 2/3 Par Value | 10/22/2015 | F | 46,305 | D | \$ 54.06 | 16,232 | D | |
| Common Stock, \$1 2/3 Par Value | | | | | | 6,687.451 ⁽¹⁾ | 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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Purchase Option | \$ 32.245 | 10/22/2015 | | M | 33,560 | ⁽²⁾ 02/28/2016 | Common Stock, \$1 2/3 Par Value | 33,560 |
| Employee Stock Purchase Option | \$ 34.39 | 10/22/2015 | | M | 56,060 | ⁽³⁾ 02/27/2017 | Common Stock, \$1 2/3 Par Value | 56,060 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shrewsberry John R. 45 FREMONT STREET SAN FRANCISCO, CA 94105 | | | Senior Executive VP & CFO | |

Signatures

John R. Shrewsberry, by Anthony R. Augliera, as
Attorney-in-Fact

10/23/2015

__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 September 30, 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 33,560 shares, became exercisable in three equal annual 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 56,060 shares, became exercisable in three equal annual 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. 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.