

WELLS FARGO & COMPANY/MN
 Form 5
 February 13, 2017

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STUMPF JOHN G

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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)
 Former Chairman & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock, \$1 2/3 Par Value | 08/17/2016 | Â | G(1) | 258,339 A \$ 0 | 1,720,353 | I | Through Family Trust |
| Common Stock, \$1 2/3 Par Value | 08/17/2016 | Â | G(1) | 258,339 D \$ 0 | 100 | D | Â |
| Common Stock, \$1 | 09/06/2016 | Â | G(1) | 65,000 A \$ 0 | 1,720,353 | I | Through Family |

| | | | | | | | | | |
|---------------------------------|------------|---|------------------|--------|---|------|----------------------------|---|------------------------------------|
| 2/3 Par Value | | | | | | | | | Trust |
| Common Stock, \$1 2/3 Par Value | 09/06/2016 | Â | G ⁽¹⁾ | 32,500 | D | \$ 0 | 167,500 | I | Through JS GRAT |
| Common Stock, \$1 2/3 Par Value | 09/06/2016 | Â | G ⁽¹⁾ | 32,500 | D | \$ 0 | 167,500 | I | Through RS GRAT |
| Common Stock, \$1 2/3 Par Value | Â | Â | Â | Â | Â | Â | 89,914.9121 ⁽²⁾ | I | Through 401(k) Plan |
| Common Stock, \$1 2/3 Par Value | Â | Â | Â | Â | Â | Â | 7,736.164 | I | Through Ira |
| Common Stock, \$1 2/3 Par Value | Â | Â | Â | Â | Â | Â | 112,000 | I | Through JJS 2011 Irrevocable Trust |
| Common Stock, \$1 2/3 Par Value | Â | Â | Â | Â | Â | Â | 150,000 | I | Through RT 2011 Irrevocable Trust |
| Common Stock, \$1 2/3 Par Value | Â | Â | Â | Â | Â | Â | 4,863.447 | I | Through Self Employed Pension Plan |
| Common Stock, \$1 2/3 Par Value | Â | Â | Â | Â | Â | Â | 5,387.218 | I | Through Spouse's Ira |

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.

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|

| Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|--|-----|------------------|-----------------|-------|----------------------------|
| | (A) | (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| STUMPF JOHN G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | X | | | Former Chairman & CEO |

Signatures

John G. Stumpf, by Anthony R. Augliera, as Attorney-in-Fact 02/13/2017

__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) Reflect the transfer of shares already owned between personal accounts of the reporting person and the reporting person's spouse. No change in the reporting person's aggregate beneficial ownership occurred as a result of these transfers.
 - (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan (the "Plan") as of September 30, 2016, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company common stock.

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