

WELLS FARGO & COMPANY/MN  
 Form 4  
 March 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 \*  
**STROTHER JAMES M**

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

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

(Last) (First) (Middle)  
**45 FREMONT STREET, 27TH FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/15/2015**

**SAN FRANCISCO, CA 94105**  
 (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 2/3 Par Value	03/15/2015		M		130,107.2353 (1)	A	\$ 0
Common Stock, \$1 2/3 Par Value	03/15/2015		F		67,890.2353	D	\$ 55.34
Common Stock, \$1 2/3 Par	03/15/2015		M		29,502.3405 (2)	A	\$ 0

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Value								
Common Stock, \$1 2/3 Par Value	03/15/2015	F	14,042.3405	D	\$ 55.34	202,039	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	M	6,505.3073 <sup>(3)</sup>	A	\$ 0	208,544.3073	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	F	3,242.3073	D	\$ 55.34	205,302	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	M	5,424.0898 <sup>(4)</sup>	A	\$ 0	210,726.0898	D	
Common Stock, \$1 2/3 Par Value	03/15/2015	F	2,703.0898	D	\$ 55.34	208,023	D	
Common Stock, \$1 2/3 Par Value						4,921.9303 <sup>(5)</sup>	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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2012 Performance Shares	<u>(6)</u>	03/15/2015		M	130,107.2353	<u>(7)</u> <u>(7)</u>	Common Stock, \$1 2/3 Par Value



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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.

(8) Each RSR represents a contingent right to receive one share of Company common stock.

(9) These RSRs vest in four installments: 5% on 11/1/2010, 25% on 3/15/2013, 30% on 3/15/2014, and 40% on 3/15/2015. As a condition to receiving the grant, 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.

(10) These RSRs vest in four installments: one-fourth on 3/15/2013, 3/15/2014, 3/15/2015, and 3/15/2016. As a condition to receiving the grant, 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.

(11) These RSRs vest in four installments: one-fourth on 3/15/2014, 3/15/2015, 3/15/2016, and 3/15/2017. As a condition to receiving the grant, 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.

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