

WELLS FARGO &amp; COMPANY/MN

Form 3

November 08, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Codel Franklin R

(Last) (First) (Middle)

1 HOME CAMPUS

(Street)

DES MOINES, IA 50328

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/01/2016

3. Issuer Name and Ticker or Trading Symbol

WELLS FARGO &amp; COMPANY/MN [WFC]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, \$1 2/3 Par Value

70,215

D

A

Common Stock, \$1 2/3 Par Value

20

I

By child

Common Stock, \$1 2/3 Par Value

11,113.3525 <sup>(1)</sup>

I

Through 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Purchase Option	Â (2)	Â (2)	Common Stock, \$1 2/3 Par Value	20,566	\$ 13.05	D	Â
Employee Stock Purchase Option	Â (3)	Â (3)	Common Stock, \$1 2/3 Par Value	40,850	\$ 31.4	D	Â
Employee Stock Purchase Option	Â (4)	Â (4)	Common Stock, \$1 2/3 Par Value	33,640	\$ 34.39	D	Â
Phantom Stock Units	Â (5)	Â (5)	Common Stock, \$1 2/3 Par Value	18,115.7042	\$ (6)	D	Â
Restricted Share Right	Â (7)	Â (7)	Common Stock, \$1 2/3 Par Value	9,889.7954	\$ (8)	D	Â
Restricted Share Right	Â (9)	Â (9)	Common Stock, \$1 2/3 Par Value	5,552.7673	\$ (8)	D	Â
Restricted Share Right	Â (10)	Â (10)	Common Stock, \$1 2/3 Par Value	14,144.4302	\$ (8)	D	Â
Restricted Share Right	Â (11)	Â (11)	Common Stock, \$1 2/3 Par Value	10,151.1514	\$ (8)	D	Â
Restricted Share Right	Â (12)	Â (12)	Common Stock, \$1 2/3 Par Value	703.4243	\$ (8)	D	Â

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Codel Franklin R  
1 HOME CAMPUS  
DES MOINES, IA 50328

Â Â Â Sr. Executive Vice President Â

## Signatures

Franklin R. Codel, by Anthony R. Augliera, as  
Attorney-in-Fact

11/08/2016

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 November 1, 2016, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (2) The employee stock options, representing a right to purchase a total of 49,600 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/24/2010). These employee stock options are subject to the Company's stock ownership policy requirements.
- (3) The employee stock options, representing a right to purchase a total of 40,850 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/26/2009). These employee stock options are subject to the Company's stock ownership policy requirements.
- (4) The employee stock options, representing a right to purchase a total of 33,640 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant (2/27/2008). These employee stock options are subject to the Company's stock ownership policy requirements.
- (5) Deferred compensation shares payable in installments based upon executive's election. Supplemental 401(k) plan shares payable upon retirement.
- (6) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (7) These Restricted Share Rights ("RSR") vest in four installments: one-fourth on 3/15/2015, 3/15/2016, 3/15/2017, and 3/15/2018. 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.
- (8) Each RSR represents a contingent right to receive one share of Company common stock.
- (9) 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.
- (10) These RSRs vest in four installments: one-fourth on 3/15/2016, 3/15/2017, 3/15/2018, and 3/15/2019. 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 three installments: 30% on 7/24/2015, 30% on 7/24/2016, and 40% on 7/24/2017. 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.
- (12) These RSRs vest in three installments: one-third on 3/15/2017, 3/15/2018, and 3/15/2019. 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. These RSRs were granted to the reporting person as part of the reporting person's 2015 annual incentive compensation award.

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### Remarks:

Exhibit 24 - Power of Attorney

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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