

WELLS FARGO & COMPANY/MN

Form 3

November 08, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Pelos Petros G
(Last) (First) (Middle)

420 MONTGOMERY STREET
(Street)

SAN FRANCISCO,Â CAÂ 94104
(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 & COMPANY/MN [WFC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Sr. Executive Vice President

5. 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 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

84,502.853 (1)

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)

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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 Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

Shares

(I)
(Instr. 5)

Phantom Stock Units	Â (2)	Â (2)	Common Stock, \$1 2/3 Par Value	50,144.4358	\$ (3)	D	Â
Restricted Share Right	Â (4)	Â (4)	Common Stock, \$1 2/3 Par Value	3,615.21	\$ (5)	D	Â
Restricted Share Right	Â (6)	Â (6)	Common Stock, \$1 2/3 Par Value	6,964.2054	\$ (5)	D	Â
Restricted Share Right	Â (7)	Â (7)	Common Stock, \$1 2/3 Par Value	2,326.8847	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelos Petros G 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	Â	Â	Â Sr. Executive Vice President	Â

Signatures

Petros G. Pelos, 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) Deferred compensation shares payable in installments based upon executive's election. Supplemental 401(k) plan shares payable upon retirement.
- (3) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (4) These Restricted Share Rights ("RSR") vest in three installments: one-third on 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. These RSRs were granted to the reporting person as part of the reporting person's 2014 annual incentive compensation award.
- (5) Each RSR represents a contingent right to receive one share of Company common stock.
- (6)

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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.

- (7) These RSRs vest in three installments: one-third on 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. These RSRs were granted to the reporting person as part of the reporting person's 2013 annual incentive compensation award.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.