

Mack Mary T
Form 4
February 28, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mack Mary T

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)
301 SOUTH COLLEGE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2019

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

CHARLOTTE, NC 28202

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, \$1 2/3 Par Value					24,587	D	
Common Stock, \$1 2/3 Par Value					33,274.98 ⁽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**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2016 Performance Shares	(2)	02/26/2019		A		49,224.0332		(3)	(3)	Common Stock, \$1 2/3 Par Value	49,224.0332
Restricted Share Right	(4)	02/26/2019		A		36,550		(5)	(5)	Common Stock, \$1 2/3 Par Value	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mack Mary T 301 SOUTH COLLEGE STREET CHARLOTTE, NC 28202			Sr. Executive Vice President	

Signatures

Mary T. Mack, by Anthony R. Augliera, as
Attorney-in-Fact 02/28/2019

__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).

- Reflects share equivalent of units in the Wells Fargo ESOP Fund and Wells Fargo Non-ESOP Fund under the 401(k) Plan (the "Plan") as of January 31, 2019, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (1) Each Performance Share represents a contingent right to receive one share of Company common stock upon vesting based on the attainment of pre-established performance goals.
- (2) Represents the final number of 2016 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2018, as provided under the terms of a Performance Share award granted on February 23, 2016, which is exempt under Rule 16b-3(d). The 2016 Performance Shares will be settled in shares of common stock of the Company on March 15, 2019. As a condition to receiving the award, the reporting person agreed to hold, while employed by the

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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.

- (4) Each Restricted Share Right ("RSR") represents a contingent right to receive one share of Company common stock.

These RSRs, which were awarded as a portion of long-term incentive compensation for 2019, vest in three installments: one-third on

- (5) 3/15/2020, 3/15/2021, and 3/15/2022. 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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