

WELLS FARGO & COMPANY/MN  
 Form 3  
 July 07, 2017

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Weiss Jonathan G.                       |         | (Month/Day/Year)                     | WELLS FARGO & COMPANY/MN [WFC]   |  |
| (Last)                                    | (First) | (Middle)                             | 07/01/2017   |  |
| 375 PARK AVENUE                           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NEW YORK,Â NYÂ 10152                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Sr. Executive Vice President   |  |

**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 | 86,120  | D  | Â   |
| Common Stock, \$1 2/3 Par Value | 4,454.209 <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)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                | Date Exercisable | Expiration Date | Title                           | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------|------------------|-----------------|---------------------------------|----------------------------|-----------|---------------------------------------|---|
| Employee Stock Purchase Option | Â (2)            | 02/19/2018      | Common Stock, \$1 2/3 Par Value | 12,590                     | \$ 169.72 | D                                     | Â |
| Restricted Share Right         | Â (3)            | Â (3)           | Common Stock, \$1 2/3 Par Value | 14,021.5668                | \$ (4)    | D                                     | Â |
| Restricted Share Right         | Â (5)            | Â (5)           | Common Stock, \$1 2/3 Par Value | 7,720.1713                 | \$ (4)    | D                                     | Â |
| Restricted Share Right         | Â (6)            | Â (6)           | Common Stock, \$1 2/3 Par Value | 17,498.9411                | \$ (4)    | D                                     | Â |
| Restricted Share Right         | Â (7)            | Â (7)           | Common Stock, \$1 2/3 Par Value | 4,916.9163                 | \$ (4)    | D                                     | Â |
| Restricted Share Right         | Â (8)            | Â (8)           | Common Stock, \$1 2/3 Par Value | 10,352.1627                | \$ (4)    | D                                     | Â |
| Restricted Share Right         | Â (9)            | Â (9)           | Common Stock, \$1 2/3 Par Value | 4,625.2376                 | \$ (4)    | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Weiss Jonathan G.<br>375 PARK AVENUE<br>NEW YORK, NY 10152 | Â             | Â         | Â Sr. Executive Vice President | Â     |

## Signatures

Jonathan G. Weiss, by Anthony R. Augliera, as Attorney-in-Fact

07/07/2017

\_\_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 July 1, 2017, 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 12,590 shares, became exercisable at 33% per year on the first, second, and third anniversary of the date of grant (2/19/2008).

These Restricted Share Rights ("RSR") vest in three installments: one-third on 3/15/2018, 3/15/2019, and 3/15/2020. 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 2016 annual incentive compensation award.

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

These RSRs 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.

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. These RSRs were granted to the reporting person as part of the reporting person's 2014 annual incentive compensation award.

These RSRs 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. These RSRs were granted to the reporting person as part of the reporting person's 2013 annual incentive compensation award.

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.

These RSRs 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.

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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.

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