

WELLS FARGO & COMPANY/MN
 Form 3
 May 23, 2014

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 and Ticker or Trading Symbol | |
| Â Shrewsberry John R. | | (Month/Day/Year) | WELLS FARGO & COMPANY/MN [WFC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 45 FREMONT STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SAN FRANCISCO,Â CAÂ 94105 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Senior Executive VP & CFO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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 | 14 | D | Â |
| Common Stock, \$1 2/3 Par Value | 6,352.6166 | I | Through 401(k) Plan |
| Common Stock, \$1 2/3 Par Value | 109,538 | I | Through Family Trust |

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 Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------|------------------|-----------------|---------------------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Purchase Option | Â <u>(1)</u> | 02/28/2016 | Common Stock, \$1 2/3 Par Value | 33,560 | \$ 32.245 | D | Â |
| Employee Stock Purchase Option | Â <u>(2)</u> | 02/27/2017 | Common Stock, \$1 2/3 Par Value | 56,060 | \$ 34.39 | D | Â |
| Employee Stock Purchase Option | Â <u>(3)</u> | 02/26/2018 | Common Stock, \$1 2/3 Par Value | 92,230 | \$ 31.4 | D | Â |
| Phantom Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock, \$1 2/3 Par Value | 21,135.9756 | \$ <u>(5)</u> | D | Â |
| Restricted Share Right | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock, \$1 2/3 Par Value | 20,055.4473 | \$ <u>(7)</u> | D | Â |
| Restricted Share Right | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock, \$1 2/3 Par Value | 10,849.4116 | \$ <u>(7)</u> | D | Â |
| Restricted Share Right | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock, \$1 2/3 Par Value | 47,885.0403 | \$ <u>(7)</u> | D | Â |
| Restricted Share Right | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock, \$1 2/3 Par Value | 22,064 | \$ <u>(7)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shrewsberry John R. 45 FREMONT STREET SAN FRANCISCO, CA 94105 | Â | Â | Â Senior Executive VP & CFO | Â |

Signatures

John R. Shrewsberry, by Anthony R. Augliera, as
Attorney-in-Fact

05/23/2014

__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) The employee stock options granted on 2/28/2006, representing a right to purchase a total of 33,560 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (2) The employee stock options granted on 2/27/2007, representing a right to purchase a total of 56,060 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (3) The employee stock options granted on 2/26/2008, representing a right to purchase a total of 92,230 shares, became exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (4) Deferred compensation shares payable in installments based upon executive's election. Supplemental 401(k) plan shares payable upon retirement.
- (5) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (6) These Restricted Share Rights ("RSRs") vest in three installments: one-third on 3/15/2014, 3/15/2015, and 3/15/2016. These RSRs were granted to the reporting person as part of the reporting person's 2012 annual incentive compensation award.
- (7) Each RSR represents a contingent right to receive one share of Wells Fargo & Company common stock.
- (8) These RSRs vest in three installments: one-third on 3/15/2013, 3/15/2014, and 3/15/2015. These RSRs were granted to the reporting person as part of the reporting person's 2011 annual incentive compensation award.
- (9) These RSRs vest in three installments: 30% on 3/15/2013, 30% on 3/15/2014, and 40% on 3/15/2015.
- (10) These RSRs vest in three installments: one-third on 3/15/2015, 3/15/2016, and 3/15/2017. These RSRs were granted to the reporting person as part of the reporting person's 2013 annual incentive compensation award.

Â

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. 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.