

WELLS FARGO & COMPANY/MN

Form 4

August 02, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STROTHER JAMES M

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)
**45 FREMONT STREET, 27TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2013

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

(Street)
SAN FRANCISCO, CA 94105

4. 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

(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	(A) or (D)	Price		
Common Stock, \$1 2/3 Par Value	08/01/2013		M		60,000	A	\$ 29.905	124,866	D
Common Stock, \$1 2/3 Par Value	08/01/2013		F		50,693	D	\$ 44.26	74,173	D
Common Stock, \$1 2/3 Par								4,336.6852 ⁽¹⁾	I
									Through 401(k) Plan

Value

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Purchase Option	\$ 29.905	08/01/2013		M		60,000		02/22/2005	02/22/2015	Common Stock, \$1 2/3 Par Value	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STROTHER JAMES M 45 FREMONT STREET 27TH FLOOR SAN FRANCISCO, CA 94105	Sr. Executive Vice President

Signatures

James M. Strother, by Anthony R. Augliera, as
Attorney-in-Fact

08/02/2013

____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).

(1) Reflects share equivalents of units in Wells Fargo ESOP Fund of 401(k) Plan as of June 28, 2013, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo & Company common stock.

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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