

WELLS FARGO & COMPANY/MN

Form 3

May 23, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Shrewsberry John R.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/15/2014

3. Issuer Name and Ticker or Trading Symbol

WELLS FARGO & COMPANY/MN [WFC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

45 FREMONT STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Executive VP & CFO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

SAN

FRANCISCO, CA 94105

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

A

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 Security4. Conversion
or Exercise5. Ownership
Form of6. 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.

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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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