

WELLS FARGO &amp; COMPANY/MN

Form 3

July 07, 2017

**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 \*

Â Weiss Jonathan G.

(Last) (First) (Middle)

375 PARK AVENUE

(Street)

NEW YORK,Â NYÂ 10152

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/01/2017

3. Issuer Name **and** Ticker or Trading Symbol

WELLS FARGO &amp; COMPANY/MN [WFC]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. Executive Vice President

5. 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**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)

**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  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. 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. 375 PARK AVENUE 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).

(3) 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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.

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.