

SLOAN TIMOTHY J

Form 4

July 24, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SLOAN TIMOTHY J

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)
420 MONTGOMERY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President

SAN FRANCISCO, CA 94104

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value	05/11/2018		G	V 12,980	D \$ 0 926,748.04	D	
Common Stock, \$1 2/3 Par Value	05/29/2018		G	V 92,507	D \$ 0 834,241.04	D	
Common Stock, \$1 2/3 Par Value	05/29/2018		G	V 92,507	A \$ 0 92,507	I	Through GRAT

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Common Stock, \$1 2/3 Par Value	07/22/2018	M	8,168.014 (1)	A	\$ 0	842,409.768	D	
Common Stock, \$1 2/3 Par Value	07/22/2018	F	3,858.014	D	\$ 56.41	838,551.754 (2)	D	
Common Stock, \$1 2/3 Par Value						19,484.4156 (3)	I	Through 401(k) Plan

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

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SEC 1474
(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
Restricted Share Right	(4)	07/22/2018		M	8,168.014	(5)	(5)	Common Stock, \$1 2/3 Par Value	8,168.0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLOAN TIMOTHY J 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	X		CEO & President	

Signatures

Timothy J. Sloan, by Anthony R. Augliera, as
Attorney-in-Fact 07/24/2018

__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) Number of shares represents a Restricted Share Right ("RSR") vesting on 7/22/2018. Original grant date was 7/22/2014. This vesting represents one-fourth of the original amount of RSRs granted (plus dividend equivalents reinvested in additional RSRs).
- (2) Total includes .714 shares acquired through Wells Fargo & Company's (the "Company") dividend reinvestment plan on 6/1/2018.
- (3) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of June 30, 2018, as if investable cash equivalents held by Plan were fully invested in Company common stock.
- (4) Each RSR represents a contingent right to receive one share of Company common stock.

These RSRs vest in four installments: one-fourth on 7/22/2015, 7/22/2016, 7/22/2017, and 7/22/2018. As a condition to receiving the

- (5) 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.

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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