

WELLS FARGO & COMPANY/MN

Form 4/A

March 27, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Loughlin Michael J2. 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)
03/01/2015☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Sr. Executive Vice PresidentSAN FRANCISCO, CA 94104
(City) (State) (Zip)4. If Amendment, Date Original
Filed(Month/Day/Year)
03/03/20156. 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 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 (Instr. 4)
Common Stock, \$1 2/3 Par Value	03/01/2015		M	(A) or (D) 12.65 (1)	\$ 55.55 (1)	18.65	D
Common Stock, \$1 2/3 Par Value	03/01/2015		F	(A) or (D) 5.85 (1) (2)	\$ 55.55 (1)	12	D

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

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(9-02)

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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 (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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(3)	03/01/2015		M	12.65 (1)	(4) (4)	Common Stock, \$1 2/3 Par Value	12.65 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Loughlin Michael J 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	Sr. Executive Vice President

Signatures

Michael J. Loughlin, by Anthony R. Augliera, as
Attorney-in-Fact

03/27/2015

**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) Amounts amended to reflect actual rather than estimated shares withheld for taxes and to correct price used to calculate the deferred compensation plan distribution and withholding amounts.
- (2) Includes a fractional share (0.8) for which the executive received \$44.44 in cash.
- (3) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (4) Deferred compensation shares payable in installments depending upon executive's election. Supplemental 401(k) plan shares payable upon retirement.

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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