

WELLS FARGO & COMPANY/MN  
 Form 4  
 January 24, 2014

**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 \*  
**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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/22/2014**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
**Sr. Executive Vice President**

**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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock, \$1 2/3 Par Value | 01/22/2014                           |  | M                              |   |   | 32,880 | A   | \$ 29.905  | 97,746                            | D          |       |
| Common Stock, \$1 2/3 Par Value | 01/22/2014                           |  | F                              |   |   | 25,542 | D   | \$ 46.67   | 72,204                            | D          |       |
| Common Stock, \$1 2/3 Par       | 01/22/2014                           |  | M                              |   |   | 50,000 | A   | \$ 13.05   | 122,204                           | D          |       |

Value

Common  
Stock, \$1  
2/3 Par  
Value

01/22/2014

F

31,371 D

\$ 46.67 90,833

D

Common  
Stock, \$1  
2/3 Par  
Value

4,392.1778  
(1)

I

Through  
401(k)  
Plan

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

**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.**

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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  | 01/22/2014                           |  | M                              | 32,880  | 02/22/2005 02/22/2015                                    | Common Stock, \$1 2/3 Par Value 32,880                        |
| Employee Stock Purchase Option             | \$ 13.05   | 01/22/2014                           |  | M                              | 50,000  | <u>(2)</u> 02/24/2019                                    | Common Stock, \$1 2/3 Par Value 50,000                        |

## 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

01/24/2014

\_\_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 December 31, 2013, as if investable cash equivalents held by the Plan were fully invested in Wells Fargo & Company common stock.  

The employee stock options granted on 2/24/2009, representing a right to purchase a total of 240,000 shares, became exercisable in three equal annual installments beginning on the first anniversary of the grant date. 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 exercise of these options.
- (2)

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.