

Shrewsberry John R.
Form 4
March 19, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shrewsberry John R.

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)
03/14/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Executive VP & CFO

SAN FRANCISCO, CA 94104

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 2/3 Par Value	03/14/2019		G	V 704	D \$ 0 350,901	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	03/15/2019		M	255,431.5136 (1)	A \$ 0 255,431.5136	D	
Common Stock, \$1 2/3 Par Value	03/15/2019		F	126,643.5136	D \$ 50.66 128,788	D	

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Common Stock, \$1 2/3 Par Value	03/15/2019	G	V	503	D	\$ 0	350,398	I	Through Family Trust
Common Stock, \$1 2/3 Par Value							7,800.33 ⁽²⁾	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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(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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2016 Performance Shares	(3)	03/15/2019		M		255,431.5136		(4)	(4)	Common Stock, \$1 2/3 Par Value	255,431.5136

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shrewsberry John R. 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104			Senior Executive VP & CFO	

Signatures

John R. Shrewsberry, by Anthony R. Augliera, as
Attorney-in-Fact

03/19/2019

 **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).

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These shares represent common stock of Wells Fargo & Company (the "Company") acquired on March 15, 2019 upon settlement of a

- (1) Performance Share award granted on February 23, 2016 for the three-year performance period ended December 31, 2018 (as previously disclosed on a Form 4 filed on February 28, 2019).
- (2) Reflects share equivalent of units in the Wells Fargo ESOP Fund under the 401(k) Plan (the "Plan") as of February 28, 2019, as if investable cash equivalents held by Plan were fully invested in Company common stock.
- (3) Each Performance Share represents a contingent right to receive one share of Company common stock upon vesting based on the attainment of pre-established performance goals.

Represents the final number of 2016 Performance Shares earned for the three-year performance period ended December 31, 2018. The 2016 Performance Shares will be settled in shares of common stock of the Company on March 15, 2019. As a condition to receiving the award, 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.

- (4)

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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