

WELLS FARGO & COMPANY/MN
 Form 4
 March 04, 2014

FORM 4

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

OMB APPROVAL

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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 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)
 02/28/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Executive Vice President

SAN FRANCISCO, CA 94104
 (City) (State) (Zip)

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

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)			
			Code	V	Amount or Price					
Common Stock, \$1 2/3 Par Value	02/28/2014		S		25,794	D	\$ 46.54	99,129.559	I	Through Family Trust
Common Stock, \$1 2/3 Par Value	03/01/2014		M		12.33 ⁽¹⁾	A	\$ 46.15	12.33	D	
Common Stock, \$1 2/3 Par Value	03/01/2014		F		4.89	D	\$ 46.15	7.44 ⁽¹⁾	D	

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- (1) Includes a fractional share (0.44) for which the executive received \$20.30 in cash.
- (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan (the "Plan") as of February 28, 2014, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "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 maximum number of 2011 Performance Shares earned based on the Company's attainment of pre-established performance goals for the three-year performance period ended December 31, 2013, as provided under the terms of a Performance Share award

- (4) granted on February 22, 2011, which is exempt under Rule 16b-3(d). The 2011 Performance Shares will be settled in shares of common stock of the Company on March 15, 2014. 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.
- (5) Conversion price is 1-for-1. Includes shares held through supplemental 401(k) plan and deferred compensation plan.
- (6) Deferred compensation shares payable in installments depending upon executive's election. Supplemental 401(k) plan shares payable upon retirement.
- (7) Price of derivative security is \$46.15.

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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