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Each depositor insured to at least \$250,000 per insured bank

Beneficial Ownership Filings: Filing

Form 4

Statement of Changes in Beneficial Ownership of Securities
 Filed pursuant to Section 16(a) of the Securities Exchange Act 1934

FRB OMB Number: 7100-0091
 FDIC OMB Number: 3064-0030
 OCC OMB Number: 1557-0106

Filing InformationNo longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Issuer Name	Ticker or Trading Symbol	Date of Earliest Transaction Required to be Reported	If Amendment, Date of Original Filing
First Republic Bank	FRC	03/21/2014	

Filer Information

Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
David B. Lichtman	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Officer Description: Executive Vice President and Chief Credit Officer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security	Transaction Date	Deemed Execution Date	Transaction Code	V	Amount of Securities Acquired or Disposed of	Price of Securities Acquired or Disposed of	Amount of Securities Beneficially Owned Following Reported Transactions	Ownership Form	Nature of Indirect Beneficial Ownership
Common Stock(1)(2)	03/21/2014		F		1,957 Shares (D)	\$55.38	37,791 Shares	Direct	
Common Stock							707 Shares	Indirect	By Spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date	Deemed Execution Date	Transaction Code	V	Number of Derivative Securities Acquired or Disposed of	Date Exercisable	Expiration Date	Title of Underlying Securities	Amount of Underlying Securities	Price of Derivative Security	Number of Derivative Securities Beneficially Owned Following Reported Transactions	Ownership Form of Derivative Securities	Nature of Indirect Beneficial Ownership
Employee Stock	\$15.00							07/01/2020	Common			72,000	Direct	

Option (right to buy) (3)									Stock				
Employee Stock Option (right to buy) (4)	\$15.00						07/01/2020		Common Stock			33,000	Direct
Employee Stock Option (right to buy) (5)	\$15.00						07/01/2020		Common Stock			45,000	Indirect By Spouse
Restricted Stock Units (6)							04/23/2016		Common Stock			3,750	Indirect By Spouse
Restricted Stock Units (7)							03/01/2017		Common Stock			3,750	Indirect By Spouse

Explanation of Responses

- (1) 15,000 shares are subject to a restricted stock award made on March 22, 2012 and 3,750 shares subject to such restricted stock award become vested on each March 22, 2013, 2014, 2015 and 2016.
- (2) A restricted stock award of 20,000 shares was made on March 1, 2013 and 5,000 shares become vested on each March 1, 2014, 2015, 2016 and 2017, in each case dependent on the achievement of certain performance goals.
- (3) The option becomes exercisable with respect to 33,000 shares on July 1, 2011, and on each April 30 of 2012, 2013 and 2014, in each case dependent on the achievement of certain performance goals.
- (4) The option becomes exercisable with respect to 8,250 shares on each July 1 of 2011, 2012, 2013 and 2014.
- (5) The option becomes exercisable with respect to 15,000 shares on July 1, 2011, and on each April 30 of 2012, 2013 and 2014, in each case dependent on the achievement of certain performance goals.
- (6) Restricted Stock Units (RSUs) are awarded under the Company's 2010 Omnibus Award Plan and 1,250 units vest annually on April 23, 2013, 2014, 2015 and 2016.
- (7) An award of 5,000 RSUs was made on March 1, 2013 and 1,250 units vest annually on March 1, 2014, 2015, 2016 and 2017, in each case dependent on the achievement of certain performance goals.

* Signed by: _____ (/s/David B. Lichtman) Date: 03/24/2014

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* Intentional misstatements or omission of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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