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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 Information									
No longer subject to Section 16. Form 4 or Form 5 obligations may continue. <input type="checkbox"/>									
Issuer Name		Ticker or Trading Symbol		Date of Earliest Transaction Required to be Reported			If Amendment, Date of Original Filing		
First Republic Bank		FRC		11/20/2014					
Filer Information									
Name of Reporting Person	Street Address			City	State	ZIP Code	Relationship of Reporting Person to Issuer		
James H. Herbert, II	c/o First Republic Bank 111 Pine Street, 2nd Floor			San Francisco	CA	94111	Director Officer <b>Description:</b> Chairman and Chief Executive 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	11/20/2014		M		99,940 Shares (A)	\$15.00	562,440 Shares	Direct	
Common Stock(1)	11/20/2014		F		66,140 Shares (D)	\$51.24	496,300 Shares	Direct	
Common Stock (2)(3)	11/20/2014		S		33,800 Shares (D)	\$51.24	462,500 Shares	Direct	
Common Stock							66,667 Shares	Indirect	By wife
Common Stock							50,000 Shares	Indirect	By limited partnership(4)
Common Stock							27,409 Shares	Indirect	By trust
Common Stock							40,845 Shares	Indirect	As trustee for children

Series E Preferred Stock						6,800 Shares	Indirect	By wife
Series E Preferred Stock						5,440 Shares	Indirect	As trustee for children

**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 Option (right to buy) (5)		11/20/2014		M		99,940 Shares (D)		07/01/2020	Common Stock	99,940 Shares		2,999,275	Direct	
Employee Stock Option (right to buy)								07/01/2020	Common Stock			300,000	Indirect	As trustee for children

**Explanation of Responses**

- (1) 66,140 shares were withheld (not sold) to pay the exercise price of the stock options and income tax obligations.
- (2) Total direct shares includes 262,500 shares of currently unvested restricted stock.
- (3) These shares were sold at prices between \$51.10 and \$51.41.
- (4) The reporting person is a general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
- (5) The options became exercisable with respect to 1,410,606 shares of common stock upon the consummation of the initial public offering of the shares of common stock of First Republic Bank on December 14, 2010 and with respect to 705,303 shares when the average daily closing price of First Republic Bank's common stock on the New York Stock Exchange over 30 consecutive trading days exceeded \$30, which occurred on April 26, 2011. In addition, the options become exercisable with respect to 2.0833% of 2,821,212 shares on the last day of each month, effective from July 1, 2010, the date of the option award.

\* Signed by: \_\_\_\_\_ (/s/James H. Herbert, II) Date: 11/24/2014

The agencies are collecting the information on Forms 3, 4, and 5 pursuant to 15 USC 78l, to assist investors in making investment decisions. The burden estimate for providing the required information on Forms 3, 4, and 5 ranges from 0.5 to 1.0 hour for each form. Comments on the accuracy of this burden estimate and suggestions for reducing this burden may be addressed to PRA Clearance Officer, Legal Division, FDIC, 550 17 St. NW, Washington, DC 20429 (for State nonmember banks); Cindy Ayouch, Division of Research and Statistics, Board of Governors of the Federal Reserve System, 20th & C St., NW, Mailstop 41, Washington, DC 20551 (for State member banks); or Jessie Dunaway, Clearance Officer, Legislative and Regulatory Activities Division, Office of the Comptroller of the Currency, 250 E Street, SW, Mailstop 8-4, Washington, DC 20219 (for National banks); or Marilyn Burton, Senior Paralegal (Regulations), Chief Counsel, Regulations & Legislation. The agencies may not conduct or sponsor, and a respondent is not required to respond to, an information collection unless it displays a currently valid Office of Management and Budget (OMB) control number.

\* 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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