



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 | | | 12/10/2014 | | | | | | | | |
| Filer Information | | | | | | | | | | | | | | |
| Name of Reporting Person | | Street Address | | | | City | | State | | ZIP Code | | Relationship of Reporting Person to Issuer | | |
| George G. C. Parker | | c/o First Republic Bank 111 Pine Street, 2nd Floor | | | | San Francisco | | CA | | 94111 | | Director | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | |
| Title of Security | | Transaction Date | Deemed Execution Date | Transaction Code | Y | 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) | | 12/10/2014 | | S | | 2,660 Shares (D) | | \$50.96 | 13,333 Shares | | Direct | | | |
| 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 | Y | 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 |
| Restricted Stock Units(2) | | | | | | | 06/16/2015 | 06/16/2015 | Common Stock | 2,238 Shares | | 2,238 | Direct | |
| Stock Options (right to buy)(3) | \$15.00 | | | | | | | 08/27/2020 | Common Stock | 7,500 Shares | | 7,500 | Direct | |
| Explanation of Responses | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

- (1) These shares were sold at prices between \$50.96 and \$51.00.
- (2) Restricted stock units are awarded under the Company's 2010 Omnibus Award Plan and vest on June 16, 2015.
- (3) The remaining shares subject to the stock options are currently exercisable.

* Signed by: _____ (/s/Michael J. Roffler, Attorney-in-fact) Date: 12/12/2014

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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