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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.

Issuer Name	Ticker or Trading Symbol	Date of Earliest Transaction Required to be Reported	If Amendment, Date of Original Filing
First Republic Bank	FRC	04/23/2015	

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)(3)	04/23/2015		S		1,600 Shares (D)	\$59.84	31,045 Shares	Direct	
Common Stock	04/23/2015		M		1,250 Shares (A)	\$59.37	1,958 Shares	Indirect	By spouse
Common Stock(4)	04/23/2015		F		470 Shares (D)	\$59.37	1,488 Shares	Indirect	By spouse

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

Title of Derivative Security	Conversion or Exercise Price of	Transaction Date	Deemed Execution Date	Transaction Code	V	Number of Derivative Securities	Date Exercisable	Expiration Date	Title of Underlying Securities	Amount of Underlying Securities	Price of Derivative Security	Number of Derivative Securities	Ownership Form of Derivative	Nature of Indirect Beneficial
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	Derivative Security				Acquired or Disposed of					Beneficially Owned Following Reported Transactions	Securities	Ownership
Employee Stock Option(right to buy)(5)	\$15.00						07/01/2020	Common Stock		105,000	Direct	
Employee Stock Option(right to buy)(5)	\$15.00						07/01/2020	Common Stock		36,487	Indirect	By Spouse
Restricted Stock Units(6)		04/23/2015		M	1,250 Shares (D)		04/23/2016	Common Stock		1,250	Indirect	By spouse
Restricted Stock Units(7)							03/01/2017	Common Stock	1,250 Shares	2,500	Indirect	By spouse
Restricted Stock Units(8)							06/16/2018	Common Stock		5,000	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 price reported is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Federal Deposit Insurance Corporation, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold at prices between \$59.83 and \$59.87.
- (4) 470 shares were withheld (not sold) on April 23, 2015 to pay income tax obligations upon vesting of restricted stock.
- (5) The options with respect to the shares of common stock are currently exercisable.
- (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.
- (8) An award of 5,000 RSUs was made on June 16, 2014 and 1,250 units vest annually on June 16, 2015, 2016, 2017 and 2018, in each case dependent on the achievement of certain performance goals.

* Signed by: _____ (/s/David B. Lichtman) Date: 04/27/2015

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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