



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		07/20/2015					
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 Description: 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	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	07/20/2015		M		99,817 Shares (A)	\$15.00	492,317 Shares	Direct	
Common Stock(1)	07/20/2015		F		63,317 Shares (D)	\$63.75	429,000 Shares	Direct	
Common Stock(1) (2) (3)	07/20/2015		S		36,500 Shares (D)	\$63.75	392,500 Shares	Direct	
Common Stock							66,667 Shares	Indirect	By wife
Common Stock							50,000 Shares	Indirect	By limited partnership(4)
Common Stock							60,881 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						4,800 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)		07/20/2015		M		99,817 Shares (D)		07/01/2020	Common Stock	2,798,736 Shares	\$15.00	2,798,736	Direct	
Employee Stock Option (right to buy) (5)								07/01/2015	Common Stock	300,000 Shares		300,000	Indirect	As trustee for children

Explanation of Responses

- (1) 63,317 shares were withheld (not sold) on July 20, 2015 to pay the exercise price of the stock options and income tax obligations and the remaining 36,500 shares were sold.
- (2) Total direct shares includes 192,500 shares of currently unvested restricted stock.
- (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 \$63.48 and \$63.93.
- (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 this pecuniary interest therein, and the conclusion 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 purposes.
- (5) The options with respect to the shares of common stock are currently exercisable.

* Signed by: _____ (/s/James H. Herbert, II) Date: 07/22/2015

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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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