

Beneficial Ownership Report Filings

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
 OTS OMB Number: 1550-0019

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	09/30/2015	

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 (1)(2)	09/30/2015		F		13,698 Shares (D)	\$62.77	378,802 Shares	Direct	
Common Stock							66,667 Shares	Indirect	By wife
Common Stock							50,000 Shares	Indirect	By limited partnership (3)
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) (4)								07/01/2020	Common Stock	2,798,736 Shares		2,798,736	Direct	
Employee Stock Option (right to buy) (4)								07/01/2015	Common Stock	300,000 Shares		300,000	Indirect	As trustee for children

Explanation of Responses

- (1) 13,698 shares were withheld (not sold into market) on September 30, 2015 for the purpose of paying income tax obligations upon this vesting of restricted stock.
- (2) Total direct shares includes 166,250 shares of currently unvested restricted stock.
- (3) 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.
- (4) All options with respect to the shares of common stock are currently exercisable.

* Signed by: _____ (James H. Herbert, II) Date: 10/01/2015

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, Office of Thrift Supervision, 1700 G Street, NW, 5/M3, Washington, DC 20552 (for OTS regulated savings institutions). 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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