

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
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 OTS OMB Number: 1550-0019

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		02/04/2016				
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	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	02/04/2016		M		99,482 Shares (A)	\$15.00	439,482 Shares	Direct	
Common Stock (1)	02/04/2016		F		60,482 Shares (D)	\$67.29	379,000 Shares	Direct	
Common Stock (1)(2)(3)	02/04/2016		S		39,000 Shares (D)	\$67.29	340,000 Shares	Direct	
Common Stock							66,667 Shares	Indirect	By wife
Common Stock							50,000 Shares	Indirect	By limited partnership(4)
Common Stock							85,985 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
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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
Employee Stock Option (right to buy) (5)	\$15.00	02/04/2016		M		99,482 Shares (D)		07/01/2020	Common Stock	99,482 Shares		2,599,305	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) 60,482 shares were withheld (not sold into the market) on February 4, 2016 for the purpose of paying the exercise price of the stock option and income tax obligations and only the remaining 39,000 shares were sold into the market.
- (2) Total direct shares includes 140,000 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 \$67.00 and \$67.82.
- (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 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: 02/05/2016

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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