

## Beneficial Ownership Report Filings

### Form 4 Confirmation Number: EFR24757

Submission Date: March 03, 2016 - 7:07:15 PM Eastern Time

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#### 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. <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			02/03/2016								
Filer Information														
Name of Reporting Person		Street Address				City		State		ZIP Code		Relationship of Reporting Person to Issuer		
Robert L. Thornton		c/o First Republic Bank 111 Pine Street, 2nd Floor				San Francisco		CA		94111		Officer <b>Description:</b> EVP, President of Private Wealth Management		
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	02/03/2016		A		1,250 Shares (A)	\$67.09	1,250 Shares	Direct						
Common Stock (1)	02/03/2016		F		541 Shares (D)	\$67.09	709 Shares	Direct						
Common Stock	03/01/2016		A		2,500 Shares (A)	\$64.98	3,209 Shares	Direct						
Common Stock (2)	03/01/2016		F		1,305 Shares (D)	\$64.98	1,904 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	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	Ownership Form of Derivative Securities	Nature of Indirect Beneficial Ownership

											Reported Transactions		
Employee Stock Option (right to buy) (3)	\$15.00						07/01/2020	Common Stock	2,500 Shares		2,500	Direct	
Restricted Stock Units (4)							04/23/2016	Common Stock	2,500 Shares		2,500	Direct	

### Explanation of Responses

- (1) 541 shares were withheld (not sold) on February 3, 2016 to pay income tax obligations upon vesting of restricted stock units.  
(2) 1,305 shares were withheld (not sold) on March 1, 2016 to pay income tax obligations upon vesting of restricted stock units.  
(3) The options with respect to the shares of common stock are currently exercisable.  
(4) Restricted Stock Units (RSUs) are awarded under the Company's 2010 Omnibus Award Plan and 2,500 units vest on April 23, 2016.

\* Signed by: \_\_\_\_\_ (/s/Robert L. Thornton) Date: 03/03/2016

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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