

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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| 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 | | 03/09/2016 | | | | |
| 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 | 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 | 03/09/2016 | | M | | 35,395 Shares (A) | \$15.00 | 375,395 Shares | Direct | |
| Common Stock (1) | 03/09/2016 | | F | | 22,350 Shares (D) | \$65.43 | 353,045 Shares | Direct | |
| Common Stock (2)(5) | 03/09/2016 | | S | | 13,045 Shares (D) | \$65.43 | 340,000 Shares | Direct | |
| Common Stock | 03/10/2016 | | M | | 64,930 Shares (A) | \$15.00 | 404,930 Shares | Direct | |
| Common Stock (3) | 03/10/2016 | | F | | 41,025 Shares (D) | \$65.20 | 363,905 Shares | Direct | |
| Common Stock (4)(5) | | | S | | 23,905 Shares (D) | \$65.20 | | Direct | |

| | | | | | | | | |
|--------------------------|------------|--|---|--|-------------------|----------------|----------------|--|
| | 03/10/2016 | | | | | 340,000 Shares | | |
| Common Stock | 03/11/2016 | | M | | 29,988 Shares (A) | \$15.00 | 369,988 Shares | Direct |
| Common Stock (6) | 03/11/2016 | | F | | 18,903 Shares (D) | \$66.08 | 351,085 Shares | Direct |
| Common Stock (5)(7) | 03/11/2016 | | S | | 11,085 Shares (D) | \$66.08 | 340,000 Shares | Direct |
| Common Stock | | | | | | | 66,667 Shares | Indirect By wife |
| Common Stock | | | | | | | 50,000 Shares | Indirect By limited partnership (8) |
| 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 |

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) (9) | \$15.00 | 03/09/2016 | | M | | 35,395 Shares (D) | | 07/01/2020 | Common Stock | 35,395 Shares | | 2,563,910 | Direct | |
| Employee Stock Option (right to buy) (9) | \$15.00 | 03/10/2016 | | M | | 64,930 Shares (D) | | 07/01/2020 | Common Stock | 64,930 Shares | | 2,498,980 | Direct | |
| Employee Stock Option (right to buy) (9) | \$15.00 | 03/11/2016 | | M | | 29,988 Shares (D) | | 07/01/2020 | Common Stock | 29,988 Shares | | 2,468,992 | Direct | |
| Employee Stock Option (right to buy) (9) | \$15.00 | | | | | | | 07/01/2020 | Common Stock | 300,000 Shares | | 300,000 | Indirect | As trustee for children |

Explanation of Responses

(1) 22,350 shares were withheld (not sold into the market) on March 9, 2016 for the purpose of paying the exercise price of the stock option and income tax obligations and only the remaining 13,045 shares were sold into the market.

- (2) The price reported is a weighted average price. These shares were sold at prices between \$65.25 and \$65.80.
- (3) 41,025 shares were withheld (not sold into the market) on March 10, 2016 for the purpose of paying the exercise price of the stock option and income tax obligations and only the remaining 23,905 shares were sold into the market.
- (4) The price reported is a weighted average price. These shares were sold at prices between \$64.44 and \$65.93
- (5) Total direct shares includes 140,000 shares of unvested restricted stock.
- (6) 18,903 shares were withheld (not sold into the market) on March 11, 2016 for the purpose of paying the exercise price of the stock option and income tax obligations and only the remaining 11,085 shares were sold into the market.
- (7) The price reported is a weighted average price. These shares were sold at prices between \$65.90 and \$66.25
- (8) 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.
- (9) The options with respect to the shares of common stock are currently exercisable.

* Signed by: _____ (/s/James H. Herbert, II) Date: 03/11/2016

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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