

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	06/01/2016	

**Filer Information**

Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
David B Lichtman	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Officer <b>Description:</b> Executive Vice President and Chief Credit 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	06/01/2016		A		6,000 Shares (A)	\$71.28	31334 Shares	Direct	
Common Stock 1,2	06/01/2016		F		3,131 Shares (D)	\$71.28	28203 Shares	Direct	
Common Stock	06/01/2016		A		1,200 Shares (A)	\$71.28	3158 Shares	Indirect	By spouse
Common Stock 3	06/01/2016		F		451 Shares (D)	\$71.28	2707 Shares	Indirect	By spouse

**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 4	\$15.00							07/01/2020	Common Stock	95,000 Shares		95,000	Direct	
Employee Stock Option 4	\$15.00							07/01/2020	Common Stock	36,487 Shares		36,487	Indirect	By spouse
Restricted Stock Units 5								04/01/2020	Common Stock	3,700 Shares		3,700	Indirect	By spouse

**Explanation of Responses**

(1) A restricted stock award of 20,000 shares was made on March 1, 2013 and 5,000 shares become vested on each March 1, 2014, 2015, 2016 and 2017, in each case dependent on the achievement of certain performance goals. (2) 3,131 shares were withheld (not sold) on June 1, 2016 for the purpose of paying income tax obligations upon vesting of performance share units. (3) 451 shares were withheld (not sold) on June 1, 2016 for the purpose of paying income tax obligations upon vesting of restricted stock units. (4) The options with respect to the shares of common stock are currently exercisable. (5) RSUs are awarded under the Company's 2010 Omnibus Award Plan and 925 units vest on April 1, 2017, 2018, 2019 and 2020.

\* Signed by: \_\_\_\_\_ /s/David B. Lichtman Date: 06/02/2016 ✓

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, SWS, 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).

**Exhibit Information**

There is no Power of Attorney information  
 There is no Other information