

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	04/19/2016	

**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 <b>Description:</b> 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	04/19/2016		M		99,963 Shares (A)	\$15.00	413713 Shares	Direct	
Common Stock 1	04/19/2016		F		62,213 Shares (D)	\$71.34	351500 Shares	Direct	
Common Stock 2 3	04/19/2016		S		37,750 Shares (D)	\$71.34	313750 Shares	Direct	
Common Stock							66667 Shares	Indirect	By wife
Common Stock							50000 Shares	Indirect	By limited partnership 4
Common Stock							98537 Shares	Indirect	By trust
Common Stock							40845 Shares	Indirect	As trustee for children
Series E Preferred Stock							6800 Shares	Indirect	By wife
Series E Preferred Stock							4800 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	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 5	\$15.00	04/19/2016		M		99,963 Shares (D)		07/01/2020	Common Stock	99,963 Shares		2,369,029	Direct	
Employee Stock Option 5	\$15.00							07/01/2020	Common Stock	300,000 Shares		300,000	Indirect	As trustee for children

**Explanation of Responses**

(1) 62,213 shares were withheld (not sold into the market) on April 19, 2016 for the purpose of paying the exercise price of the stock option and income tax obligations and only the remaining 37,750 shares were sold into the market. (2) 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 \$70.80 and \$71.50. (3) Total direct shares includes 113,750 shares of currently unvested restricted stock. (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 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: 04/20/2016 ✓

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).

**Exhibit Information**

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