

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	First Republic Bank	Ticker or Trading Symbol	FRC	Date of Earliest Transaction Required to be Reported	04/23/2016	If Amendment, Date of Original Filing	
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**Filer Information**

Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
Stephanie N Bontemps	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Officer <b>Description:</b> Senior Vice President and Chief Risk 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	04/23/2016		M		2,000 Shares (A)	\$70.93	23727 Shares	Direct	
Common Stock 1	04/23/2016		F		752 Shares (D)	\$70.93	22975 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	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 2	\$15.00							07/01/2020	Common Stock	15,000 Shares		15,000	Direct	
Restricted Stock Units		04/23/2016		M		2,000 Shares (D)			Common Stock	2,000 Shares		0	Direct	

**Explanation of Responses**

(1) 752 shares were withheld (not sold) on April 25, 2016 to pay income tax obligations upon vesting of restricted stock units. (2) The options with respect to the shares of common stock are currently exercisable.

\* Signed by: \_\_\_\_\_/s/Stephanie N. Bontemps Date: 04/26/2016 ✓

The agencies are collecting the information on Forms 3, 4, and 5 pursuant to 15 USC 78i, 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