

**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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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			12/07/2016								
Filer Information														
Name of Reporting Person		Street Address				City		State		ZIP Code		Relationship of Reporting Person to Issuer		
Mollie M Richardson		c/o First Republic Bank 111 Pine Street, 2nd Floor				San Francisco		CA		94111		Director Description: SVP, Chief Administrative Officer and Chief People 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	12/07/2016		M		1,000 Shares (A)	\$15.00	15534 Shares	Direct						
Common Stock 1	12/07/2016		F		176 Shares (D)	\$86.33	15358 Shares	Direct						
Common Stock 2	12/07/2016		S		824 Shares (D)	\$86.33	14534 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 Reported Transactions	Ownership Form of Derivative Securities	Nature of Indirect Beneficial Ownership
Employee Stock Option 3	\$15.00	12/07/2016		M		1,000 Shares (D)		07/01/2020	Common Stock	1,000 Shares		36,000	Direct	
Explanation of Responses														
(1) 176 shares were withheld (not sold into the market) on December 7, 2016 for the purpose of paying the exercise price of the stock option and only the remaining 824 shares were sold into the market. (2) The share amount includes 13 shares acquired in exempt transactions under the First Republic Bank Employee Stock Purchase Plan since the date of the prior filing on Form 4 on June 2, 2016. (3) The options with respect to the shares of common stock are currently exercisable.														
* Signed by: _____/s/Mollie M. Richardson Date: 12/08/2016 ✓														
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														