

**Statement of Changes in Beneficial Ownership of Securities**  
 Filed pursuant to Section 16(a) of the Securities Exchange Act 1934

<b>Filing Information</b>			
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	01/20/2017	

<b>Filer Information</b>					
Name of Reporting Person	Street Address	City	State	ZIP Code	Relationship of Reporting Person to Issuer
Robert L Thornton	c/o First Republic Bank 111 Pine Street, 2nd Floor	San Francisco	CA	94111	Officer <b>Description:</b> EVP, President of Private Wealth Management

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	01/20/2017		S		3,500 Shares (D)	\$92.34	3484 Shares	Direct	
Common Stock	01/20/2017		M		2,500 Shares (A)	\$15.00	5984 Shares	Direct	
Common Stock 1	01/20/2017		F		408 Shares (D)	\$92.11	5576 Shares	Direct	
Common Stock 2	01/20/2017		S		2,092 Shares (D)	\$92.34	3483 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	\$15.00	01/20/2017		M		2,500 Shares (D)		07/01/2020	Common Stock	2,500 Shares		0	Direct	

**Explanation of Responses**

(1) 408 shares were withheld (not sold) on January 20, 2017 for the purpose of paying the exercise price of the stock option and only the remaining 2,092 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 \$92.33 and \$92.34.

\* Signed by: \_\_\_\_\_ /s/Robert L. Thornton Date: 01/23/2017 ✓

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).

<b>Exhibit Information</b>
There is no Power of Attorney information
There is no Other information