

Karr Michael S
Form 4
January 29, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Karr Michael S

2. Issuer Name and Ticker or Trading Symbol
PACIFIC PREMIER BANCORP INC [PPBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17901 VON KARMAN, SUITE 1200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SEVP & Chief Credit Officer

IRVINE, CA 92614

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
PPBI Common Stock	01/25/2019		M		750 A <u>(1)</u>	66,318	D
PPBI Common Stock	01/25/2019		F		1,043 <u>(2)</u> D \$ 29.25	65,275	D
PPBI Common Stock	01/26/2019		M		364 A <u>(1)</u>	65,639	D
PPBI Common Stock	01/26/2019		F		593 <u>(2)</u> D \$	65,046 <u>(3)</u>	D

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Common
Stock

29.25

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PPBI Restricted Stock Unit	(4)	01/25/2019		M	750	(4) (5)	PPBI Common Stock	750	
PPBI Restricted Stock Unit	(6)	01/26/2019		M	364	(6) (5)	PPBI Common Stock	364	
Options on PPBI Common Stock	\$ 6.3					(7) 01/05/2021	PPBI Common Stock	2,000	
Options on PPBI Common Stock	\$ 7.87					(8) 06/05/2022	PPBI Common Stock	25,000	
Options on PPBI Common Stock	\$ 10.44					(9) 01/02/2023	PPBI Common Stock	25,000	
Options on PPBI Common Stock	\$ 15.68					(10) 01/02/2024	PPBI Common Stock	20,000	
	\$ 15.16					(11) 01/28/2025		25,000	

Options on PPBI Common Stock					PPBI Common Stock
PPBI Restricted Stock Unit	(12)		(12)	(5)	PPBI Common Stock 4,756

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karr Michael S 17901 VON KARMAN SUITE 1200 IRVINE, CA 92614			SEVP & Chief Credit Officer	

Signatures

Michael S. Karr 01/29/2019
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) Represents shares withheld to cover the tax liability incident to the vesting of Restricted Stock Units and Restricted Stock Awards.
- (3) Includes 25,849 shares of restricted stock subject to a vesting schedule set forth in the restricted stock grant and subject to forfeiture upon the occurrence of certain events specified in the restricted stock grant.
- (4) Each Restricted Stock Unit represents the right to receive one share of common stock. The Restricted Stock Units will vest annually, if at all, commencing January 25, 2017 in three installments ranging between 1/5 and 1/3 of the reported number of Restricted Stock Units.
- (5) Not applicable.
- (6) Each Restricted Stock Unit represents the right to receive one share of common stock. The Restricted Stock Units will vest annually, if at all, commencing January 26, 2018 in three installments ranging between 1/5 and 1/3 of the reported number of Restricted Stock Units.
- (7) The options vests in three equal annual installments beginning on 1/5/2012.
- (8) The options vests in three equal annual installments beginning on 6/5/2013.
- (9) The options vests in three equal annual installments beginning on 1/2/2014.
- (10) The options vests in three equal annual installments beginning on 1/2/2015.
- (11) The options vests in three equal annual installments beginning on 1/28/2016.
- (12) Each Restricted Stock Unit represents the right to receive one share of common stock. The amount reported reflects the maximum number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. The Restricted Stock Units will vest annually, if at all, commencing February 28, 2019. Vesting will be tied entirely to performance, measured by a 3-year average relative total shareholder return percentile range compared to the Keefe, Bruyette & Woods, Inc. Regional Banking Index.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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