

NAGY M NAFEES
Form 4
December 14, 2012

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 *
NAGY M NAFEES

2. Issuer Name and Ticker or Trading Symbol
WESTERN ALLIANCE
BANCORPORATION [WAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1115 TROPHY HILLS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

LAS VEGAS, NV 89134

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 (A) or (D) Price | | | |
| Common Stock | 12/12/2012 | | M | 3,750 A \$ 7.61 | 22,228 | D | |
| Common Stock | | | | | 386,158 | I | Sajan Alliance, LLC |
| Common Stock | | | | | 28,846 | I | Nagy 2009 Grantor Retained Annuity Trust #1 |
| | | | | | 35,178 | I | |

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| | | | | | | |
|--------------|--|--------|--|---|--|---|
| Common Stock | | | | | | Nagy 2009 Grantor Retained Annuity Trust #2 |
| Common Stock | | 0 | | I | | Nagy 2009 Grantor Retained Annuity Trust #1 |
| Common Stock | | 15,247 | | I | | Nagy 2009 Grantor Retained Annuity Trust #2 |
| Common Stock | | 48,777 | | I | | By Spouse |
| Common Stock | | 0 | | I | | By Spouse |
| Common Stock | | 71,454 | | I | | Shamim N. Nagy Separate Property Trust |

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

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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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | \$ 7.61 | 12/12/2012 | | M | 3,750 | 01/30/2012 ⁽¹⁾ | 01/30/2016 | | 3,750 |

Stock
Option
(Right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NAGY M NAFEES 1115 TROPHY HILLS DRIVE LAS VEGAS, NV 89134 | X | | | |

Signatures

/s/ Dale Gibbons
(Attorney-in-fact)

12/14/2012

__Signature of Reporting Person

Date

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) The options vest in four equal annual installments beginning January 30, 2010. On December 12, 2012, the reporting person exercised his option with respect to the portion that had vested as of January 30, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.