

Nicolas Ronald J. Jr.
Form 4
December 13, 2018

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 *
Nicolas Ronald J. Jr.

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)
12/13/2018

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

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 (A) or (D) Price | | | |
| PPBI Common Stock | 12/13/2018 | | P | 1,000 A \$ 26.72 | 7,372 | I | The Nicolas Living Trust ⁽¹⁾ |
| PPBI Common Stock | | | | | 29,647 ⁽²⁾ | D | |

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 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| PPBI Restricted Stock Unit | (3) | | | | | (3) (4) | PPBI Common Stock | 6,838 |
| PPBI Restricted Stock Unit | (5) | | | | | (5) (4) | PPBI Common Stock | 936 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nicolas Ronald J. Jr. 17901 VON KARMAN SUITE 1200 IRVINE, CA 92614 | | | SEVP & CFO | |

Signatures

Ronald J. 12/13/2018
Nicolas Jr.

**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) These shares are held by The Nicolas Living Trust under agreement date 8/8/2006 (the "Trust"), Ronald J. Nicolas, Jr., Co-Trustee. The reporting person shares voting and dispositive control over shares held by the Trust.
- (2)

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Includes 29,647 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.

- 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.
- (3)
- (4) Not applicable
- (5) 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.

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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