

WILCOX EDWARD EARL

Form 4

March 01, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILCOX EDWARD EARL

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 AVE.,
SUITE 1200**

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President & COO

(Street)
IRVINE, CA 92614

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
PPBI Common Stock	02/28/2019		A	(A) or (D) 25,126 (1)	\$ 0	146,280	D
PPBI Common Stock	02/28/2019		F	(A) or (D) 1,200 (2)	\$ 29.85	145,080 (3)	D

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

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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PPBI Restricted Stock Unit	(4)	02/28/2019		A		25,126		(4)	(5)	PPBI Common Stock	25,126
Options on PPBI Common Stock	\$ 10.44							(6)	01/02/2023	PPBI Common Stock	16,500
Options on PPBI Common Stock	\$ 15.68							(7)	01/02/2024	PPBI Common Stock	25,000
Options on PPBI Common Stock	\$ 15.16							(8)	01/28/2025	PPBI Common Stock	35,000
PPBI Restricted Stock Unit	(9)							(9)	(5)	PPBI Common Stock	833
PPBI Restricted Stock Unit	(10)							(10)	(5)	PPBI Common Stock	10,404

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILCOX EDWARD EARL 17901 VON KARMAN AVE., SUITE 1200 IRVINE, CA 92614	President & COO

Signatures

Edward Wilcox

03/01/2019

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) Restricted Stock with an evenly distributed 3 year vesting schedule.

(2) Represents shares withheld to cover the tax liability incident to the vesting of Restricted Stock Awards.

(3) Includes 59,559 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 amount reported reflects the targeted number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. Depending on the actual performance achieved, the reporting person may receive between 0% and 200% of such targeted amount. The Restricted Stock Units will vest, if at all, on February 28, 2022. 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.

(5) Not applicable.

(6) The option vests in three equal annual installments beginning on 1/02/2014.

(7) The option vests in three equal annual installments beginning on 1/02/2015.

(8) The option vests in three equal annual installments beginning on 1/28/2016.

(9) 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 of 1/3 of the reported number of Restricted Stock Units.

(10) Each Restricted Stock Unit represents the right to receive one share of common stock. The amount reported reflects the targeted number of Restricted Stock Units that may vest upon achievement of certain predetermined performance goals and assuming continued employment through the vesting period. Depending on the actual performance achieved, the reporting person may receive between 0% and 200% of such targeted amount. The Restricted Stock Units will vest, if at all, on February 28, 2021. 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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