

GARDNER STEVEN R
 Form 4
 May 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
GARDNER STEVEN R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/24/2018

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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
PPBI Common Stock	05/24/2018		M		37,438	A		\$ 7.87
								327,094 ⁽¹⁾
PPBI Common Stock	05/24/2018		S		37,438	D		\$ 41.434
								289,656 ⁽¹⁾
								⁽²⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options on PPBI Common Stock	\$ 7.87	05/24/2018		M	37,438	(3) 06/05/2022	PPBI Common Stock	37,438	
Options on PPBI Common Stock	\$ 10.44					(4) 01/02/2023	PPBI Common Stock	50,000	
Options on PPBI Common Stock	\$ 15.68					(5) 01/02/2024	PPBI Common Stock	50,000	
Options on PPBI Common Stock	\$ 15.16					(6) 01/28/2025	PPBI Common Stock	43,404	
PPBI Restricted Stock Unit	(7)					(7) (8)	PPBI Common Stock	4,875	
PPBI Restricted Stock Unit	(9)					(9) (8)	PPBI Common Stock	9,364	
PPBI Restricted Stock Unit	(10)					(10) (8)	PPBI Common Stock	26,754	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARDNER STEVEN R
17901 VON KARMAN AVE., SUITE 1200 X
IRVINE, CA 92614

Chairman, President & CEO

Signatures

Steven R. 05/29/2018
Gardner

**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) Includes 83,178 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.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.125 to \$41.95, inclusive.
- (3) The option vests in three equal annual installments beginning on 6/5/2013.
- (4) The option vests in three equal annual installments beginning on 1/2/2014.
- (5) The option vests in three equal annual installments beginning on 1/2/2015.
- (6) The option vests in three equal annual installments beginning on 1/28/2016.
- (7) 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.
- (8) Not applicable.
- (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 ranging between 1/5 and 1/3 of the reported number of Restricted Stock Units.
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.
- (10)

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.