

RICE TOM  
Form 4  
January 29, 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 \*  
**RICE TOM**

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**

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**SEVP & Chief Operating Officer**

(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 (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	01/25/2019		M		750	A	<u>11</u> 58,590	D
PPBI Common Stock	01/25/2019		F		1,043 <u>(2)</u>	D	\$ 29.25 57,547	D
PPBI Common Stock	01/26/2019		M		364	A	<u>11</u> 57,911	D
PPBI	01/26/2019		F		592 <u>(2)</u>	D	\$ 57,319 <u>(3)</u>	D

Common  
Stock

29.25

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

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SEC 1474  
(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. I De Sec Sec (In
				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	\$ 15.68					(7)	01/02/2024	PPBI Common Stock	20,000
Options on PPBI Common Stock	\$ 15.16					(8)	01/28/2025	PPBI Common Stock	2,964
PPBI Restricted Stock Unit	(9)					(9)	(5)	PPBI Common Stock	5,945

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

RICE TOM  
17901 VON KARMAN  
SUITE 1200  
IRVINE, CA 92614

SEVP & Chief Operating Officer

## Signatures

Tom Rice

01/29/2019

\*\*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 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 27,038 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 1/2/2015.
- (8) The options vests in three equal annual installments beginning on 1/28/2016.

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

- (9) 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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