

GARDNER STEVEN R
 Form 4
 January 29, 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 *
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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| PPBI Common Stock | 01/25/2018 | | M | 4,875 | A \$ 41.85 | 251,702 | D |
| PPBI Common Stock | 01/25/2018 | | F(1) | 12,999 | D \$ 41.85 | 238,703 | D |
| PPBI Common Stock | 01/26/2018 | | M | 4,681 | A \$ 41.55 | 243,384 | D |
| PPBI | 01/26/2018 | | F(1) | 9,285 | D \$ | 234,099 | D |

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| | | | | | | | |
|-------------------|------------|--|------------------|-------|---|----------|--------------------------|
| Common Stock | | | | | | 41.55 | |
| PPBI Common Stock | 01/28/2018 | | F ⁽¹⁾ | 8,284 | D | \$ 41.55 | 225,815 ⁽²⁾ D |

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

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(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 (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 | <u>(3)</u> | 01/25/2018 | | M | 4,875 | <u>(3)</u> | <u>(4)</u> | PPBI Common Stock | 4,875 |
| PPBI Restricted Stock Unit | <u>(5)</u> | 01/26/2018 | | M | 4,681 | <u>(5)</u> | <u>(4)</u> | PPBI Common Stock | 4,681 |
| Options on PPBI Common Stock | \$ 5.01 | | | | | <u>(6)</u> | 08/27/2018 | PPBI Common Stock | 26,849 |
| Options on PPBI Common Stock | \$ 6.3 | | | | | <u>(7)</u> | 01/05/2021 | PPBI Common Stock | 5,000 |
| Options on PPBI Common Stock | \$ 7.87 | | | | | <u>(8)</u> | 06/05/2022 | PPBI Common Stock | 100,000 |
| Options on PPBI Common | \$ 10.44 | | | | | <u>(9)</u> | 01/02/2023 | PPBI Common Stock | 50,000 |

Stock

| | | | | | |
|---------------------------------------|----------|------|------------|-------------------------|--------|
| Options on PPBI Common Stock | \$ 15.68 | (10) | 01/02/2024 | PPBI Common Stock | 50,000 |
|---------------------------------------|----------|------|------------|-------------------------|--------|

| | | | | | |
|---------------------------------------|----------|------|------------|-------------------------|--------|
| Options on PPBI Common Stock | \$ 15.16 | (11) | 01/28/2025 | PPBI Common Stock | 50,000 |
|---------------------------------------|----------|------|------------|-------------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER STEVEN R 17901 VON KARMAN AVE., SUITE 1200 IRVINE, CA 92614 | X | | Chairman, President & CEO | |

Signatures

| | |
|----------------------|------------|
| Steven R. Gardner | 01/29/2018 |
|----------------------|------------|

 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) Shares disposed to satisfy the Reporting Person's tax liability incurred by the vesting of a previously granted award.
- (2) Includes 56,424 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.
- (3) 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.
- (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.
- (6) The option vests in three equal annual installments beginning on 8/27/2009.
- (7) The option vests in three equal annual installments beginning on 1/5/2012.
- (8) The option vests in three equal annual installments beginning on 6/5/2013.
- (9) The option vests in three equal annual installments beginning on 1/2/2014.
- (10) The option vests in three equal annual installments beginning on 1/2/2015.
- (11) The option vests in three equal annual installments beginning on 1/28/2016.

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.