

Dawson Teresa M
Form 4
March 04, 2019

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 *
Dawson Teresa M

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)
02/28/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Retail Banking Officer

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 (D) Price | | |
| PPBI Common Stock | 02/28/2019 | | A | | 5,000 (1) A \$ 0 20,000 (2) | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| | | | | | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|----------|--|--|----------------|------------------|-----------------|-------------------|----------------------------|
| | | | | Code V (A) (D) | | | | |
| Options on PPBI Common Stock | \$ 10.44 | | | | <u>(3)</u> | 01/02/2023 | PPBI Common Stock | 2,500 |
| Options on PPBI Common Stock | \$ 15.68 | | | | <u>(4)</u> | 01/02/2024 | PPBI Common Stock | 2,500 |
| Options on PPBI Common Stock | \$ 15.16 | | | | <u>(5)</u> | 01/28/2025 | PPBI Common Stock | 5,000 |
| Options on PPBI Common Stock | \$ 20.42 | | | | <u>(6)</u> | 01/05/2026 | PPBI Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dawson Teresa M 17901 VON KARMAN AVE. SUITE 1200 IRVINE, CA 92614 | | | Chief Retail Banking Officer | |

Signatures

| | |
|---------------------|------------|
| Teresa M. Dawson | 03/04/2019 |
|---------------------|------------|

| | |
|---------------------------------|------|
| **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 which vests in full on the third anniversary of the date of grant.
- (2) Includes 20,000 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) The option vests in three equal annual installments beginning on 1/2/2014.
- (4) The option vests in three equal annual installments beginning on 1/2/2015.
- (5) The option vests in three equal annual installments beginning on 1/28/2016.
- (6) The option vests in three equal annual installments beginning on 1/5/2017.

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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