

NAGY M NAFEES

Form 4

December 14, 2012

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 *
NAGY M NAFEES

2. Issuer Name **and** Ticker or Trading
Symbol
WESTERN ALLIANCE
BANCORPORATION [WAL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1115 TROPHY HILLS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

LAS VEGAS, NV 89134

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		
Common Stock	12/12/2012		M		3,750	A	\$ 7.61	22,228	D
Common Stock								386,158	I
Common Stock								28,846	I
								35,178	I

Sajan
Alliance,
LLC
Nagy 2009
Grantor
Retained
Annuity
Trust #1

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Common Stock				Nagy 2009 Grantor Retained Annuity Trust #2
Common Stock	0	I		Nagy 2009 Grantor Retained Annuity Trust #1
Common Stock	15,247	I		Nagy 2009 Grantor Retained Annuity Trust #2
Common Stock	48,777	I		By Spouse
Common Stock	0	I		By Spouse
Common Stock	71,454	I		Shamim N. Nagy Separate Property Trust

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)
						Date Exercisable	Amount or Number of Shares
	\$ 7.61	12/12/2012		M	3,750	01/30/2012 ⁽¹⁾	3,750
						Expiration Date	
						Title	

Stock
Option
(Right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NAGY M NAFEES 1115 TROPHY HILLS DRIVE LAS VEGAS, NV 89134	X

Signatures

/s/ Dale Gibbons
(Attorney-in-fact)

12/14/2012

__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) The options vest in four equal annual installments beginning January 30, 2010. On December 12, 2012, the reporting person exercised his option with respect to the portion that had vested as of January 30, 2012.

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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