

NORTHRIM BANCORP INC  
 Form 4  
 November 28, 2012

**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 \*  
 LANGLAND MARC

2. Issuer Name and Ticker or Trading Symbol  
 NORTHRIM BANCORP INC  
 [NRIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3111 C STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/26/2012

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

ANCHORAGE, AK 99503

(City) (State) (Zip)

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

**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 or Price		
Common Stock	11/26/2012		M <sup>(1)</sup>		4,000 A \$ 12.7	126,707	D
Common Stock	11/26/2012		F		2,305 D \$ 22.03	124,402	D
Common Stock	11/26/2012		M <sup>(1)</sup>		6,609 A \$ 12.74	131,011	D
Common Stock	11/26/2012		F		4,559 D \$ 22.03	126,452	D
Common Stock	11/26/2012		M <sup>(1)</sup>		1,808 A \$ 16.28	128,260	D

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Common Stock      11/26/2012      F      1,460      D      \$ 22.03      126,800      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 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	
Iso Employee Stock Option (Right to Buy)	\$ 12.7	11/26/2012		M	4,000	04/03/2004 04/03/2013		Common Stock	4,000
Nso Employee Stock Option (Right to Buy)	\$ 12.74	11/26/2012		M	6,609	11/05/2009 11/05/2018		Common Stock	6,609
Nso Employee Stock Option (Right to Buy)	\$ 16.28	11/26/2012		M	1,808	11/18/2010 11/18/2019		Common Stock	1,808

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LANGLAND MARC  
3111 C STREET  
ANCHORAGE, AK 99503

X

Chairman, President & CEO

## Signatures

/s/ Marc  
Langland

11/27/2012

\*\*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 acquisition of the shares, as adjusted for dividends, through the exercise of the stock option under the Northrim BanCorp, Inc. Stock Option Plan is exempt pursuant to Section 16(b) (3) of the Securities Exchange Act of 1934.

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