

Nicolas Ronald J. Jr.
Form 4
November 16, 2018

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 *
Nicolas Ronald J. Jr.

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)
02/26/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SEVP & CFO

(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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
PPBI Common Stock	02/26/2018		G ⁽¹⁾	V 1,872 D \$ 0 ⁽²⁾	29,647 ⁽³⁾	D	
PPBI Common Stock	02/26/2018		G ⁽¹⁾	V 1,872 A \$ 0 ⁽²⁾	4,372	I	The Nicolas Living Trust
PPBI Common Stock	11/14/2018		P	1,000 A \$ ⁽⁴⁾ 29.388	5,372	I	The Nicolas Living Trust

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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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PPBI Restricted Stock Unit	(5)					(5)	(6)	PPBI Common Stock	6,838
PPBI Restricted Stock Unit	(7)					(7)	(6)	PPBI Common Stock	936

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nicolas Ronald J. Jr. 17901 VON KARMAN SUITE 1200 IRVINE, CA 92614	SEVP & CFO

Signatures

Ronald J.
Nicolas Jr. 11/16/2018

**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).

- On February 26, 2018, the reporting person transferred 1,872 directly owned shares of PPBI common stock to The Nicolas Living Trust under agreement date 8/8/2006 (the "Trust"), Ronald J. Nicolas, Jr., Co-Trustee. The reporting person shares voting and dispositive control over shares held by the Trust.
- (1) "Bona fide gift" and involved no payment of consideration by the recipient of the gift.
- (2) Includes 29,647 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 price reported in column 4 is a weighted average. These shares were purchased in multiple transactions at prices ranging from \$29.37 to \$29.39, inclusive.

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 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.

(6) Not applicable

(7) 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.

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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