

WESTERN ALLIANCE BANCORPORATION

Form 4

December 15, 2016

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 *
JOHNSON MARIANNE BOYD

(Last) (First) (Middle)

C/O WESTERN ALLIANCE
BANCORPORATION, ONE E.
WASHINGTON STREET, STE
1400

(Street)

PHOENIX, AZ 85004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/26/2016 | | J ⁽¹⁾ | | 33,022 | A | \$ 32.72 <u>(2)</u> | 60,022 | I | Ingeburg C. Boyd Living Trust |
| Common Stock | 11/04/2016 | | J ⁽³⁾ | | 200 | A | \$ 36.69 <u>(4)</u> | 60,222 | I | Ingeburg C. Boyd Living Trust |
| Common Stock | | | | | | | | 3,295 | D | |

| | | | |
|--------------|---------|---|--|
| Common Stock | 206,298 | I | The Marianne E. Boyd Trust, dated January 9, 2007 |
| Common Stock | 35,486 | I | Marianne Boyd Johnson Subtrust of the Boyd 2005 Irrevocable Trust dated April 14, 2005 |
| Common Stock | 35,485 | I | William R. Boyd Subtrust of The Boyd 2005 Irrevocable Trust dated April 15, 2005 |
| Common Stock | 35,485 | I | Samuel J. Boyd Subtrust of the Boyd 2005 Irrevocable Trust dated April 14, 2005 |
| Common Stock | 172,796 | I | BG-05 Limited Partnership |

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)

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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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON MARIANNE BOYD C/O WESTERN ALLIANCE BANCORPORATION ONE E. WASHINGTON STREET, STE 1400 PHOENIX, AZ 85004 | X | | | |

Signatures

/s/ Dale Gibbons
(Attorney-in-fact) 12/12/2016

__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) On June 26, 2016, the Reporting Person, as Trustee of the Ingeburg C. Boyd Living Trust (the "Trust"), paid the estate taxes for the Trust out of the residuary assets of the Trust. As a consequence thereof, each of the recipients of Company shares contributed shares representing their proportionate share of estate taxes to the residuary. The Reporting Person, together with her two brothers, are the residuary beneficiaries, and therefore gained an interest in the contributed shares.
 - (2) The price was calculated by taking the total dollar amount paid out of the Ingeburg C. Boyd Living Trust for the payment of estate taxes attributable to the contributed shares, and dividing it by the number of shares contributed.
 - (3) On November 4, 2016, the Reporting Person, as Trustee for the Ingeburg C. Boyd Living Trust (the "Trust"), paid the cash value of two-hundred Company shares to a non-family member upon his election to receive cash instead of the bequeathed shares. Accordingly, such shares were then contributed to the remainder of the Trust. The Reporting Person, together with her two brothers, are the residuary beneficiaries, and therefore gained an interest in the contributed shares.
 - (4) The price was calculated by taking the total amount paid out of the Ingeburg C. Boyd Living Trust in lieu of the bequeathed shares, and dividing it by the number of shares bequeathed.

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.