

PACIFIC PREMIER BANCORP INC
 Form 4
 March 23, 2017

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 *
 MCKENNON MICHAEL L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/21/2017

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

17901 VON KARMAN AVE.,
 SUITE 1200

(Street)

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

IRVINE, CA 92614

(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	(A) or (D)	Price	
PPBI Common Stock	03/21/2017		M	2,500	A	\$ 7.87	38,748 ⁽¹⁾	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. Amount or Number of Shares
Options on PPBI Common Stock	\$ 7.87	03/21/2017		M	2,500	<u>(2)</u> 06/05/2022	PPBI Common Stock	2,500
Options on PPBI Common Stock	\$ 15.68					<u>(3)</u> 01/02/2024	PPBI Common Stock	7,500
Options on PPBI Common Stock	\$ 15.16					<u>(4)</u> 01/28/2025	PPBI Common Stock	7,500
Options on PPBI Common Stock	\$ 10.44					<u>(5)</u> 01/02/2023	PPBI Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNON MICHAEL L 17901 VON KARMAN AVE., SUITE 1200 IRVINE, CA 92614	X			

Signatures

Michael L McKennon 03/23/2017

**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).

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- (1) Includes 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.
- (2) The option vests in three equal annual installments beginning on 6/5/2013.
- (3) The option vests in three equal annual installments beginning on 1/2/2015.
- (4) The option vests in three equal annual installments beginning on 1/28/2016.
- (5) The option vests in three equal annual installments beginning on 1/2/2014.

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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