Neilon Jay M Form 3/A April 05, 2011

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

response...

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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 *

Neilon Jay M

(Last)

2400

(First)

50 S. 16TH STREET SUITE

(Middle)

(Zip)

Statement

(Month/Day/Year)

03/24/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

REPUBLIC FIRST BANCORP INC [FRBK]

4. Relationship of Reporting Person(s) to Issuer

Director _X__ Officer

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

03/26/2010

(Check all applicable)

Chief Credit Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

(Street)

(State)

PHILADELPHIA, PAÂ 19102

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

(City)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

Shares

Derivative Security

Security: Direct (D) or Indirect

(I)

						(Instr. 5)	
Option to Purchase Common Stock	01/19/2014	01/19/2020	Common Stock	10,000	\$ 5.12	D	Â
Option to Purchase	02/26/2013	02/26/2019	Common Stock	10,000	\$ 5.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting o more runte, required	Director	10% Owner	Officer	Other	
Neilon Jay M 50 S. 16TH STREET SUITE 2400 PHILADELPHIA. PA 19102	Â	Â	Chief Credit Officer	Â	

Signatures

/s/ Jay M. Neilon 04/05/2011

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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.

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