

NORTHRIM BANCORP INC  
 Form 4  
 January 05, 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 \*  
 Hartung Steven L

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)  
 01/03/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Corp Development Officer

ANCHORAGE, AK 99503

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

(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                             |
| Common Stock                    | 01/03/2017                           |  | M <sup>(1)</sup>               |   | 2,992   | A  | \$ 16.28                          |
| Common Stock                    | 01/03/2017                           |  | F                              |   | 1,559   | D  | \$ 31.25                          |
| Common Stock                    | 01/03/2017                           |  | M <sup>(1)</sup>               |   | 2,915   | A  | \$ 18.13                          |
| Common Stock                    | 01/03/2017                           |  | F                              |   | 2,091   | D  | \$ 31.25                          |
| Common Stock                    | 01/03/2017                           |  | M <sup>(1)</sup>               |   | 4,216   | A  | \$ 18.4                           |

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Common Stock      01/03/2017      F      3,049      D      \$ 31.25      16,347      D

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

**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.**

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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)   | \$ 16.28   | 01/03/2017                           |  | M                              | 2,992   | 11/18/2010 11/18/2019                                    |   | Common Stock               | 2,992 |
| Nso Employee Stock Option (Right to Buy)   | \$ 18.13   | 01/03/2017                           |  | M                              | 2,915   | 11/16/2011 11/16/2020                                    |   | Common Stock               | 2,915 |
| Nso Employee Stock Option (Right to Buy)   | \$ 18.4  | 01/03/2017                           |  | M                              | 4,216   | 11/16/2012 11/16/2021                                    |   | Common Stock               | 4,216 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Hartung Steven L  
3111 C STREET  
ANCHORAGE, AK 99503

EVP, Corp Development Officer

## Signatures

/s/ Steven L.

Hartung

01/03/2017

\*\*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).

(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) of the Securities Exchange Act of 1934.

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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