

BANC OF CALIFORNIA, INC.

Form 5

February 12, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Herrin Richard

(Last) (First) (Middle)

C/O BANC OF CALIFORNIA,
INC., 18500 VON KARMAN
AVE, SUITE 1100

(Street)

2. Issuer Name and Ticker or Trading
SymbolBANC OF CALIFORNIA, INC.
[BANC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20135. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)
CHIEF ADMINISTRATIVE OFFICER4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

IRVINE, CA 92612

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2013	Â	A ⁽¹⁾	145.2116 A	\$ 12,666.7798 11.05 ⁽²⁾	D	Â
Common Stock	07/01/2013	Â	A ⁽¹⁾	123.224 A	\$ 12,666.7798 13.17 ⁽²⁾	D	Â
Common Stock	10/01/2013	Â	A ⁽¹⁾	122.0982 A	\$ 12,666.7798 13.41 ⁽²⁾	D	Â
	07/03/2011	Â	A5 ⁽⁴⁾	32.0517 A		D	Â

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Common Stock ⁽³⁾						\$	12,666.7798		
						14.41	⁽²⁾		
Common Stock ⁽³⁾	10/03/2011	Â	A5 ⁽⁴⁾	44.2844	A	\$	12,666.7798	D	Â
						10.99	⁽²⁾		

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.

SEC 2270
(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. Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 11.6	Â	Â	Â	Â Â Â ⁽⁵⁾	11/17/2020	Common Stock	65,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Herrin Richard
C/O BANC OF CALIFORNIA, INC.
18500 VON KARMAN AVE, SUITE 1100
IRVINE,Â CAÂ 92612

Â Â Â CHIEF ADMINISTRATIVE OFFICER Â

Signatures

/s/ Richard
Herrin 02/12/2014

**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) Shares were acquired pursuant to the Issuer's 2013 Dividend Reinvestment Plan.

(2) Represents the total amount of securities beneficially owned by the Reporting Person as of December 31, 2013.

(3) Although the Reporting Person failed to timely disclose these transactions, the amount of securities beneficially owned, as reported by the Reporting Person, as of and since the transaction dates are accurate.

(4) Shares were acquired pursuant to the Issuer's 2011 Dividend Reinvestment Plan.

(5) The shares vested in one-third, annual increments beginning November 17, 2011 and became fully vested on November 17, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.