BANC OF CALIFORNIA, INC.
Form 5
February 12, 2014

FORM 5

OMB APPROVAL

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

Check 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

1. Name and Address of Reporting Person *
Anderson Gaylin

(Last) (First) (Middle)

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

(Street)

IRVINE,Â CAÂ 92612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BANC OF CALIFORNIA, INC. [BANC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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)
EVP - RETAIL BANKING

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 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)
				Amount	(A) or (D)	Price			
Common Stock	04/01/2013	Â	A(1)	148.0141	A	$ 11.05	12,744.5772 (2)	D	Â
Common Stock	07/01/2013	Â	A(1)	125.6016	A	$ 13.17	12,744.5772 (2)	D	Â
Common Stock	10/01/2013	Â	A(1)	124.4546	A	$ 13.41	12,744.5772 (2)	D	Â
	12/29/2011	Â	F4(4)	584	D			D	Â

Common Stock (3)						$ 10.55	12,744.5772 (2)		
Common Stock (3)	07/01/2011	Â	A5(5)	38.1568	A	$ 14.41	12,744.5772 (2)	D	Â
Common Stock (3)	10/03/2011	Â	A5(5)	52.7913	A	$ 10.99	12,744.5772 (2) (5)	D	Â

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

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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. Price of Derivative Security (Instr. 5)	9. of D Se Be O En Is Fi (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Gaylin C/O BANC OF CALIFORNIA, INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE,Â CAÂ 92612	Â	Â	Â EVP - RETAIL BANKING	Â

Signatures

/s/ Richard Herrin, Attorney-in-Fact	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 disposed to satisfy the Reporting Person's tax liability incurred by the vesting of a previously granted award.

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

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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