

NAGY M NAFEES
Form 4
February 08, 2013

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 *
NAGY M NAFEES

2. Issuer Name and Ticker or Trading Symbol
WESTERN ALLIANCE
BANCORPORATION [WAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1115 TROPHY HILLS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2013

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

LAS VEGAS, NV 89134

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/06/2013 | | M | | 1,250 | A | \$ 7.61 | 27,560 | D | |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | | 39,934 | D | \$ 0 | 346,224 | I | Sajan Alliance, LLC |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | | 19,967 | A | \$ 0 | 19,967 | I | Nagy 2009 Grantor Retained Annuity Trust #1 |
| | 02/06/2013 | | J ⁽¹⁾ | | 19,967 | A | \$ 0 | 35,214 | I | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------|--------|---|---|
| Common Stock | | | | | | | | | Nagy 2009 Grantor Retained Annuity Trust #2 |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | 19,967 | D | \$ 0 | 0 | I | Nagy 2009 Grantor Retained Annuity Trust #1 |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | 13,796 | D | \$ 0 | 21,418 | I | Nagy 2009 Grantor Retained Annuity Trust #2 |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | 33,763 | A | \$ 0 | 33,763 | I | By Spouse |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | 33,763 | D | \$ 0 | 0 | I | By Spouse |
| Common Stock | | | | | | | 71,454 | I | Shamim N. Nagy Separate Property Trust |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | 33,763 | A | \$ 0 | 33,763 | I | Sunset Properties Group LLC |

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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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. D S (I) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | | |
|-----------|---------|------------|--|---|-------|------------|------------|--------|--------|
| Stock | | | | | | | | | of |
| Option | | | | | | | | | Shares |
| (Right to | \$ 7.61 | 02/06/2013 | | M | 1,250 | 01/30/2013 | 01/30/2016 | Common | |
| buy) | | | | | | | | Stock | 1,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NAGY M NAFEES 1115 TROPHY HILLS DRIVE LAS VEGAS, NV 89134 | | X | | |

Signatures

/s/ Dale Gibbons
(Attorney-in-fact) 02/08/2013

**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) On February 6, 2013, Sajan Alliance, LLC (whose shareholdings the reporting person may be deemed to beneficially own as a result of his spouse's role as manager and trustee of the trusts which are members thereof) distributed 19,967 shares to the Nagy 2009 Grantor Retained Annuity Trust #1 ("GRAT 1") and 19,967 shares to the Nagy 2009 Grantor Retained Annuity Trust #2 ("GRAT 2"). The reporting person's spouse is the trustee and income beneficiary of both GRAT 1 and GRAT 2. On February 6, 2013, GRAT 1 transferred 19,967 shares and GRAT 2 transferred 13,796 shares to the reporting person's spouse, who then transferred the shares to the Sunset Properties Group, LLC over which the reporting person has indirect beneficial ownership.

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.