

WESTERN ALLIANCE BANCORPORATION
 Form 4
 November 03, 2014

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 *
 CADY GERALD A

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, California Administration

(Last) (First) (Middle)
 C/O WESTERN ALLIANCE BANCORPORATION, ONE E WASHINGTON STREET

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2014

(Street)
 PHOENIX, AZ 85004

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 10/30/2014 | | M | | 6,500 | A | \$ 16.5 | 96,379 | D | |
| Common Stock | 10/30/2014 | | M | | 15,000 | A | \$ 15.9 | 111,379 | D | |
| Common Stock | 10/30/2014 | | M | | 5,000 | A | \$ 7.61 | 116,379 | D | |
| Common Stock | 10/30/2014 | | S | | 26,500 | D | \$ 25.9386 | 89,879 | D | |
| | | | | | | | <u>(1)</u> | | | |

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| | | | |
|--------------|----------------------|---|-----------|
| Common Stock | 6,178 ⁽²⁾ | I | 401K Plan |
| Common Stock | 12,999 | I | By Spouse |

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 1474 (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 | |
| Employee Stock Options (Right to buy) | \$ 16.5 | 10/30/2014 | | M | 6,500 | 01/25/2010 01/25/2015 | Common Stock | 6,500 |
| Employee Stock Options (Right to buy) | \$ 15.9 | 10/30/2014 | | M | 15,000 | 01/23/2012 01/23/2015 | Common Stock | 15,000 |
| Employee Stock Options (Right to buy) | \$ 7.61 | 10/30/2014 | | M | 5,000 | 01/30/2013 01/30/2016 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CADY GERALD A C/O WESTERN ALLIANCE BANCORPORATION | | | EVP, California Administration | |

ONE E WASHINGTON STREET
PHOENIX, AZ 85004

Signatures

/s/ Dale Gibbons
(Attorney-in-fact)

11/03/2014

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.89 to \$26.04, inclusive. The reporting person undertakes to provide to Western Alliance Bancorporation, any security holder of Western Alliance Bancorporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (1) Reflects shares held in the 401K Plan to include employer match as of 10/30/14.
 - (2) Reflects shares held in the 401K Plan to include employer match as of 10/30/14.

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.