BANNER CORP Form 4 June 05, 2013

## FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or wasnington, D.C. 20549

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. *See* Instruction

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

00p01100...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\* WAGERS GARY W

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BANNER CORP [BANR]

(Check all applicable)

(Last) (First)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner

10 SOUTH FIRST AVENUE

06/03/2013

\_X\_ Officer (give title \_\_\_\_ Other (specify below)

Executive VP, Banner Bank

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

D

Person

WALLA WALLA, WA 99362

06/03/2013

par value per share

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	•	any	Code		Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				(A) or		Reported Transaction(s)	(msu. 1)	(msu. 1)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, \$.01 par value per share	06/03/2013		A	1,241 (1)	A	(1)	12,870 (3)	D		
Common Stock, \$.01	06/03/2013		Δ	1,860	Δ	(2)	14 730 (3)	D		

(2)

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

A

Persons who respond to the collection of information contained in this form are not (9-02)

 $14,730^{(3)}$ 

(2)

#### Edgar Filing: BANNER CORP - Form 4

required to respond unless the form displays a currently valid OMB control number.

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date	Title Numbe			
						Exercisable					
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WAGERS GARY W 10 SOUTH FIRST AVENUE WALLA WALLA, WA 99362

Executive VP, Banner Bank

## **Signatures**

/s/Gary W. 06/05/2013 Wagers

\*\*Signature of Date
Reporting Person

## **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).
- Represents award pursuant to 2012 Restricted Stock and Incentive Bonus Plan; shares vest ratably over a three year period beginning on (1) June 3, 2013 and ending on the third anniversary thereof. These shares are subject to forfeiture and to limits on transferability until they vest.
- Represents award pursuant to 2012 Restricted Stock and Incentive Bonus Plan and is subject to the achievement of specified corporate and individual performance goals over a performance period that begins on April 1, 2013 and ends on December 31, 2015. The extent to which the award vests, if at all, depends on the extent to which the performance goals are satisfied. These shares are subject to forfeiture and to limits on transferability until they vest.
- (3) Includes direct ownership of 863 shares through Deferred Compensation Plan and 452 shares through Employee Stock Ownership Plan. 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.

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