

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

FORM 5

**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). 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 *
Liu Chang

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 EVP AND CHIEF LENDING OFFICER

18500 VON KARMAN AVE, SUITE 1100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

IRVINE, CA 92612

(City) (State) (Zip)

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) | Amount | (A) or (D) Price | 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 | ^ | A ⁽¹⁾ | 0.0859 | A | \$ 11.05 | 9,696.9564 ⁽²⁾ | D | ^ |
| Common Stock | 07/01/2013 | ^ | A ⁽¹⁾ | 0.0729 | A | \$ 13.17 | 9,696.9564 ⁽²⁾ | D | ^ |
| Common Stock | 10/01/2013 | ^ | A ⁽¹⁾ | 0.0723 | A | \$ 13.41 | 9,696.9564 ⁽²⁾ | D | ^ |
| Common Stock ⁽³⁾ | 12/29/2013 | ^ | F4 ⁽⁴⁾ | 639 | D | \$ 13.55 | 9,696.9564 ⁽²⁾ | D | ^ |

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Common Stock ⁽³⁾ 12/29/2011 Â F4⁽⁵⁾ 638 D \$ 10.55 9,696.9564 ⁽²⁾ D Â

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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) (D) | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | | |
|---|----------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Liu Chang 18500 VON KARMAN AVE SUITE 1100 IRVINE, CA 92612 | Â | Â | Â | Â |
| | | | EVP AND CHIEF LENDING OFFICER | |

Signatures

/s/ Richard Herrin, 02/12/2014
Attorney-in-Fact

**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 sold to satisfy the Reporting Person's tax liability incurred by the vesting of a previously granted award.
- (5) Shares sold to satisfy the Reporting Person's tax liability incurred by the vesting of the award granted on December 29, 2011.

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