

BENNION RICHARD W H
 Form 4
 January 29, 2019

FORM 4

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

OMB APPROVAL

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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 *
BENNION RICHARD W H

(Last) (First) (Middle)
 601 UNION STREET, SUITE 2000
 (Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HomeStreet, Inc. [HMST]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/26/2019

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 - Res. Lending Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					10,070.4	D	
Common Stock	01/26/2019		M		230	A	\$ 0 ⁽¹⁾
					22,873 ⁽²⁾	I	Bennion Revocable Living Trust dated 12/19/02 ⁽³⁾
Common Stock	01/26/2019		F		69	D	\$ 24.32
					22,804	I	Bennion Revocable Living Trust dated 12/19/02 ⁽³⁾

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Common Stock	01/28/2019		M	298	A	\$ 0 ⁽⁴⁾	23,102 ⁽²⁾	I	Bennion Revocable Living Trust dated 12/19/02 ⁽³⁾
Common Stock	01/28/2019		F	89	D	\$ 24.55	23,013	I	Bennion Revocable Living Trust dated 12/19/02 ⁽³⁾
Common Stock							0.055	I	HomeStreet, Inc. 401(k) Savings Plan ⁽⁵⁾

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	⁽⁶⁾	01/26/2019		M	230	⁽⁷⁾	⁽⁷⁾	Common Stock	230
Restricted Stock Units	⁽⁶⁾	01/28/2019		M	298	⁽⁸⁾	⁽⁸⁾	Common Stock	298

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BENNION RICHARD W H
601 UNION STREET, SUITE 2000
SEATTLE, WA 98101

EVP - Res. Lending Director

Signatures

/s/ Donna M. Cochener, Attorney in fact for Richard W.H.
Bennion

01/29/2019

__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) Common stock acquired upon vesting of Restricted Stock Units ("RSUs") granted on January 26, 2017.
- (2) Common stock awarded to the reporting person pursuant to the vesting of RSUs are immediately deposited into the Bennion Revocable Living Trust dated 12/19/02 as per the reporting person's instructions.
- (3) Mr. Bennion is the co-trustee with Diane Bennion for the Bennion Revocable Living Trust dated 12/19/02.
- (4) Common stock acquired upon vesting of RSUs granted on January 28, 2016.
- (5) Participants in HomeStreet, Inc.'s 401(k) Savings Plan, or the "401(k) Plan", have the authority to direct voting of shares they hold through the 401(k) Plan. The amount of shares in the 401(k) Plan is as of January 24, 2019.
- (6) Each RSU represents a contingent right to receive one share of HomeStreet common stock. RSUs do not require the holder to pay any consideration on vesting.
On January 26, 2017, the reporting person was granted 690 RSUs, which vest incrementally in equal amounts on January 26, 2018, January 26, 2019, and January 26, 2020, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that vest on that date.
- (8) On January 28, 2016, the reporting person was granted 894 RSUs, which vest incrementally in equal amounts on January 28, 2017, January 28, 2018 and January 28, 2019, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that vest on that date.
- (9) As of January 28, 2019, the reporting person's remaining RSUs includes 230 RSUs granted on January 26, 2017, which vest on January 26, 2020, and 633 RSUs granted on January 29, 2018, which vest incrementally in equal amounts on January 29, 2019, January 29, 2020 and January 29, 2021, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that vest on that date.

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.