

BENNION RICHARD W H
 Form 4
 January 31, 2019

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 *
BENNION RICHARD W H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Res. Lending Director

SEATTLE, WA 98101

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)
Common Stock					10,070.4	D	
Common Stock	01/29/2019		M	211 A	\$ 0 ⁽¹⁾ 23,224 ⁽²⁾	I	Bennion Revocable Living Trust dated 12/19/02
Common Stock	01/29/2019		F	63 D	\$ 24.58 23,161	I	Bennion Revocable Living Trust dated 12/19/02

Common Stock		0.055	I	HomeStreet, Inc. 401(k) Savings Plan <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>	01/29/2019		M	211	<u>(5)</u>	<u>(5)</u>	Common Stock	211	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

01/31/2019

**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).

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- (1) Common stock acquired upon vesting of Restricted Stock Units ("RSUs") granted on January 29, 2018.
- (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) 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 held in the 401(k) Plan is as of January 24, 2019.
- (4) 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 29, 2018, the reporting person was granted 633 RSUs, 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.
- (5)

- The reporting person's remaining RSUs includes 230 RSUs granted on January 26, 2017, which vest on January 26, 2020, and 422 RSUs granted on January 29, 2018, which vest incrementally in equal amounts on 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.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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