Edgar Filing: BANNER CORP - Form 4

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| Form 4 November 1 | 6, 2016 | | | | | | | | | | |
|--|--------------------|-------------|---|-------------|------------------|--------------|--|--|---|------------------------------------|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | OMB APPROVAL | | | | | |
| UNITED STATE | | | SECURITIES AND EXCHANGE COMM Washington, D.C. 20549 | | | | | OMMISSION | OMB Number: | 3235-0287 | |
| Check the | oer. | | | | | | | | Expires: | January 31, 2005 | |
| Subject to Section 16. Form 4 or | | | F CHANGES IN BENEFICIAL OWNE SECURITIES | | | | | | | Estimated average burden hours per | |
| Form 5 obligatio may con <i>See</i> Instr 1(b). | tinue. Section 17(| a) of the F | Public U | | lding Cor | npan | y Act of | e Act of 1934, 1935 or Section 0 | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> SMITH MICHAEL MARION | | | 2. Issuer Name and Ticker or Trading Symbol BANNER CORP [BANR] | | | | ng | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (I | | 3. Date of Earliest Transaction (C | | | | (Check | ck all applicable) | | | |
| 10 SOUTH FIRST AVE | | | (Month/Day/Year) 11/15/2016 | | | | | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| WALLA W | VALLA, WA 9930 | 52 | | | | | | Person | | | |
| (City) | (State) | (Zip) | Tab | le I - Non- | Derivative | Secur | rities Acqu | uired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Y(Instr. 3) | | Date, if | Code (Instr. 3, 4 and 5) | | | (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock, par value \$.01 per share | 11/15/2016 | | | Code V | Amount 44.416 | (D) | Price \$ 48.2143 | (Instr. 3 and 4) 3 26,218 (2) | D | | |

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

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 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) | 4. Transactio Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu: Bene Own Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|--|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Addres | s | Relationships | | | | | | |
|--|------------|---------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| SMITH MICHAEL MARION 10 SOUTH FIRST AVE WALLA WALLA, WA 9936 | X | | | | | | | |
| Signatures | | | | | | | | |
| /s/Michael M. Smith | 11/16/2016 | | | | | | | |
| **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) Acquired pursuant to deferred compensation agreement; settled in stock at termination of service.
- (2) Includes direct ownership of 7,461 shares through Deferred Compensation Plan and 1,285 shares through an IRA. Also includes indirect ownership of 7,142 shares through a company controlled by Mr. Smith and 2,285 shares through spouse's IRA.

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.