BANNER CORP Form 4 August 09, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

Form 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

SECURITIES

response... 0.5

January 31,

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address	of Reporting Person
D+ C+ W/	

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Rust Steven W

BANNER CORP [BANR]

(Check all applicable)

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

Director

10% Owner X_ Officer (give title 10 SOUTH 1ST AVENUE 08/08/2013 below)

Other (specify Executive VP of the Bank

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WALLA WALLA, WA 99362

		140	able 1 Tron Berryalive Securities required, Disposed of, or Beneficiary 6 when					
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	
					Following	or Indirect	(Instr. 4)	
				(4)	Reported	(I)		
				(A)	Transaction(s)	(Instr. 4)		
			C-J- V	Or A (D) D	(Instr. 3 and 4)			
~			Code V	Amount (D) Price				
Common								

Stock, A 1.006 5,821 (2) D \$.01 par 08/08/2013 value per

share (1)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	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	Transaction	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		Or Numbar		
						Exercisable	e Date		Number		
				C-J- V	(A) (D)				of		
				Coue v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Rust Steven W 10 SOUTH 1ST AVENUE WALLA WALLA, WA 99362

Executive VP of the Bank

Signatures

/s/Steven W. 08/09/2013 Rust

**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).
- (1) Acquired pursuant to dividend reinvestment through deferred compensation plan; settled in stock at termination of service.
- (2) Includes direct ownership of 344 shares through Deferred Compensation Plan and 258 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. idth: 1; border-bottom-width: 1">11. Nature of Indirect Beneficial Ownership (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Non-Qualified Stock Option (right to buy) \$ 14.1610/13/2006 M 53,18710/13/2006(2)04/12/2014 Common Stock 53,187 \$ 0 0 D Non-Qualified Stock Option (right to buy) \$ 14.1610/13/2006 M 12,93710/13/2006(2)04/12/2014 Common Stock 12,937 \$ 0 2,876 D Non-Qualified Stock Option (right to buy) \$ 21.7410/13/2006 M 50,00010/13/2006(3)01/24/2015 Common Stock 50,000 \$ 0 502,000 D Non-Qualified Stock Option (right to buy) \$ 21.7410/16/2006 M 100,00010/16/2006(3)01/24/2015 Common Stock 100,000 \$ 0 402,000 D

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ELOP STEPHEN A ADOBE SYSTEMS INCORPORATED 345 PARK AVENUE SAN JOSE, CA 95110

President WW Field Ops

Signatures

/s/ Stuart Fagin, as attorney-in-fact 10/17/2006

**Signature of Reporting Person Da

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) Currently includes 80,500 shares of restricted stock, which vests at a rate of 2,875 shares per month.
- Options vest and become exercisable at a rate of 25% on the one-year anniversary of the grant date and continue to vest at 2.08333% on a
- (2) monthly basis thereafter, subject to an 18-month acceleration on the effective date of the merger between Adobe Systems Incorporated and Macromedia, Inc.
- (3) Options vest at a rate of 25% on the one-year anniversary of the grant date and continue to vest at 2.08333% per month thereafter.

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