

Simplicity Bancorp, Inc.
 Form 4
 March 02, 2015

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 *
 Luton Dustin

(Last) (First) (Middle)

1359 N. GRAND AVENUE

(Street)

COVINA, CA 91724

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Simplicity Bancorp, Inc. [SMPL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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	(A) or (D)	Price	
Common Stock	03/01/2015		D		40,116	D	0	D
Common Stock	03/01/2015		D		1,438	D	0	I By IRA
Common Stock	03/01/2015		D		6,480	D	0	I By 401(k)
Common Stock	03/01/2015		D		13,785	D	0	I By ESOP

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)	Amount or Number of Shares
Stock Options	\$ 12.3	03/01/2015		D	8,000	06/28/2012 06/28/2021	Common Stock	8,000
Stock Options	\$ 10.8424	03/01/2015		D	14,388	01/30/2010 01/30/2019	Common Stock	14,388
Stock Options	\$ 24.1868	03/01/2015		D	28,776	11/15/2007 11/15/2016	Common Stock	28,776

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luton Dustin 1359 N. GRAND AVENUE COVINA, CA 91724			Chief Executive Officer	

Signatures

/s/ Benjamin M. Azoff, pursuant to power of attorney
03/02/2015

__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) Each share of common stock of the Issuer was converted into and became exchangeable for the right to receive one share of HomeStreet, Inc.
Stock options have been cancelled and each option holder will receive a cash payment upon such cancellation in an amount equal to the product of (i) the number of shares of Issuer common stock provided for by such option and (ii) the excess, if any, of \$17.53 over the exercise price of the option.
- (2)

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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