

NAGY M NAFEES  
Form 4  
January 04, 2011

**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 \*  
NAGY M NAFEES

2. Issuer Name and Ticker or Trading Symbol  
WESTERN ALLIANCE  
BANCORPORATION [WAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/30/2010

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

C/O WESTERN ALLIANCE  
BANCORPORATION, 1 E.  
WASHINGTON ST., SUITE 1400

(Street)

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

PHOENIX, AZ 85004

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/30/2010		J <sup>(1)</sup>	41,066	D	443,850	I	By Sajan Alliance, LLC
Common Stock	12/30/2010		J <sup>(1)</sup>	20,533	A	20,533	I	By 2009 Grantor Retained Annuity Trust #1
Common Stock	12/30/2010		J <sup>(1)</sup>	20,533	A	20,533	I	By 2009 Grantor

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)	9. Nature of Derivative Security Beneficially Owned (Instr. 6)
Common Stock		12/30/2010	J <sup>(1)</sup>	20,533	D	(1) 0	I		Retained Annuity Trust #2
Common Stock		12/30/2010	J <sup>(1)</sup>	14,201	D	(1) 6,332	I		By 2009 Grantor Retained Annuity Trust #1
Common Stock		12/30/2010	J <sup>(1)</sup>	34,734	A	(1) 34,734	I		By 2009 Grantor Retained Annuity Trust #2
Common Stock		12/30/2010	J <sup>(1)</sup>	34,734	D	(1) 0	I		By spouse
Common Stock		12/30/2010	J <sup>(1)</sup>	34,734	D	(1) 0	I		By spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	9. Nature of Derivative Security Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NAGY M NAFEES  
C/O WESTERN ALLIANCE BANCORPORATION  
1 E. WASHINGTON ST., SUITE 1400  
PHOENIX, AZ 85004

X

## Signatures

/s/ Dale Gibbons (Attorney in  
Fact)

01/04/2011

\_\_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).

On December 30, 2010, Sajan Alliance, LLC ("Sajan Alliance") (whose shareholdings the reporting person may be deemed to beneficially own as a result of his spouse's role as manager and trustee of the trusts which are members thereof) distributed 20,533 shares to the Nagy 2009 Grantor Retained Annuity Trust #1 ("GRAT 1") and 20,533 shares to the Nagy 2009 Grantor Retained Annuity Trust #2 (1) ("GRAT 2"). The reporting person's spouse is the trustee and income beneficiary of each of GRAT 1 and GRAT 2. On December 30, 2010, GRAT 1 transferred 20,533 shares to the reporting person's spouse, who then transferred the shares to various trusts over which the reporting person has no beneficial ownership. On December 30, 2010, GRAT 2 transferred 14,201 shares to the reporting person's spouse, who then gifted the shares to various trusts over which the reporting person has no beneficial ownership.

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.