

Merlone Peter J
Form 4
May 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
Merlone Peter J

(Last) (First) (Middle)

C/O TERRENO REALTY CORPORATION, 101 MONTGOMERY STREET, SUITE 200

(Street)

SAN FRANCISCO, CA 94108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Terreno Realty Corp [TRNO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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	(D)	Price
Common Stock, \$0.01 par value per share	05/07/2013	05/07/2013	A		3,948	A	\$ 0
					53,870	D	

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

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SEC 1474 (9-02)

number.

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merlone Peter J C/O TERRENO REALTY CORPORATION 101 MONTGOMERY STREET, SUITE 200 SAN FRANCISCO, CA 94108	X			

Signatures

/S/ Peter J.
Merlone

05/09/2013

**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).

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. , a named executive officer also has the right to exercise all vested stock options, unless their termination is for cause.

Under the Troubled Assets Relief Program of the Emergency Economic Stimulus Act of 2008 as amended by the American Recovery and Reinvestment Act of 2009 the Company is limited in its ability to make change of control, bonus or termination of employment payments described in this proxy statement to its most highly paid employee while the Series A Preferred Stock remains issued and outstanding to the Treasury.

Payments Made Upon a Change in Control

Salary Continuation Agreements: The Company has entered into salary continuation agreements with Messrs. Biddle, Herr and Ryback. The agreements provide the executive with salary continuation benefits of up to \$62,000 per year for 15 years after retirement.

In the event of a change of control of the Company and the executive terminates employment with the Company or its successor within a period of 24 months after such change in control, then the executive may elect full vesting of his salary continuation payments and the payment of the salary continuation benefits beginning with the month following the month of termination, subject to the reduction of benefits if the benefits result in a limitation of deductibility of such benefits for the Company under Section 280G of the Internal Revenue Code.

Under the terms of these agreements a change in control is defined as a change in the ownership or effective control of the Employer, or in the ownership of a substantial portion of the assets of the Employer, as such change is defined in section 409A of the Internal Revenue Code and regulations thereunder.

Douglas N. Biddle Employment Agreement: Mr. Biddle entered into an employment agreement with the Company effective February 18, 2009. Under this agreement if a Change in Control occurs and if either (i) Mr. Biddle is not retained by the resulting corporation for a period of 24 months in a position comparable to that of an executive vice president of the resulting corporation or a position with the resulting corporation that is acceptable to Mr. Biddle, or (ii) the resulting company reduces Mr. Biddle's base salary from Mr. Biddle's base salary immediately prior to the Change in Control at any time during the 24 month period immediately following the consummation of the Change in Control Mr. Biddle is entitled to the following:

24 months of Mr. Biddle's base salary, based on Mr. Biddle's base salary just prior to the Change in Control. At December 31, 2008 Mr. Biddle's base salary was \$235,000 per year.

2 times the average annual bonus paid to Mr. Biddle over the most recent previous two complete calendar years. Mr. Biddle's average annual bonus paid in 2008 and 2007 was \$48,175.

All base salary and paid time off and other accrued benefits as of the date of Mr. Biddle's termination (Earned Compensation).

Medical insurance coverage for Mr. Biddle and Mr. Biddle's dependents for twenty four months. At December 31, 2008 the monthly cost of Mr. Biddle's medical insurance coverage was \$512.

The payment of salary, bonus and Earned Compensation is payable in a lump sum and is limited in amount by provisions imposed on the Company by Section 111 of the Emergency Economic Stabilization Act of 2008 and is limited to the amount deductible by the Company for federal income tax purposes under Section 280G of the Internal Revenue Code. In addition payment is conditioned on Mr. Biddle having executed a Separation Agreement and the revocation period having expired without Mr. Biddle having revoked the Separation Agreement.

Stock Option Agreements: Upon a change in control all stock options held by a named executive officer may vest and become exercisable.

Payments Made Upon Termination of Employment

Douglas N. Biddle Employment Agreement: Under Mr. Biddle's employment agreement, in the event of Mr. Biddle's termination without cause, as defined in the agreement, prior to February 18, 2010, he will receive a severance benefit equal to 12 months of base salary, based on Mr. Biddle's base salary just prior to termination. The payment of salary is payable in a lump sum and is limited in amount by provisions imposed on the Company by Section 111 of the Emergency Economic Stabilization Act of 2008 and is limited to the amount deductible by the Company for federal income tax purposes under Section 280G of the Internal Revenue Code. In addition payment is conditioned on Mr. Biddle having executed a Separation Agreement and the revocation period having expired without Mr. Biddle having revoked the Separation Agreement. In addition, Mr. Biddle and his dependants will be provided medical insurance coverage at the Company's expense for eighteen months following the date of termination without cause.

Compensation of Directors

Director Compensation: During 2008, non-employee Directors, except the Chairman, each received \$2,100 per month for serving on the Plumas Bancorp's and Plumas Bank's Board of Directors and committees. The Chairman received \$2,650 per month. Mr. Biddle does not receive any separate compensation for serving as a director.

Deferred Fee Agreements: The Company has entered into Deferred Fee Agreements with former board members Kehr and Watson. Messrs Kehr and Watson did not defer fees earned in 2008. The purpose of the Deferred Fee Agreements is to provide a board member an opportunity to defer his or her director fees as an incentive to continue service with the Company. The agreement provides for deferral of director fees to the earlier of an agreed upon distribution date or the termination of director services for any reason. The Company will accrue interest on all deferred director fees at an annual floating percentage rate of the current Wall Street Journal Prime Rate minus 1%. In the event of death prior to retirement, the beneficiary will receive full-deferred fee benefits. In the event of disability wherein the director does not continue service with the Company, the director is entitled to the full-deferred fee benefit accrued up to the point of director's termination of service.

Non-Qualified Stock Options: Non-qualified stock options representing 1,000 shares with an exercise price of \$12.40 per share were granted to each non-employee director on February 20, 2008. These options have an eight year life and vest 25% per year beginning February 20, 2009. The Company makes grants of non-qualified stock options only at fair market value of our stock at the time of grant. All option grants have a maximum vesting period of five (5) years and expire no more than ten (10) years from the date of grant. Upon a change in control all stock options held by directors may vest and become exercisable.

Director Emeritus Plans

Director Retirement Agreement: The Company has entered into Director Retirement (fee continuation) Agreements with its non-employee Directors excluding Messrs. Elliott and McClintock. Mr. Elliott retired as President and Chief Executive Officer of the Company during 2005 and is currently receiving benefits under his executive salary continuation agreement. The purpose of the fee continuation agreements is to provide a retirement benefit to the board members as an incentive to continue informal service with the Company. The agreement provides for fee continuation benefits of up to \$10,000 per year with a term of 12 years after retirement with the exception of board member Flournoy whose agreement has a term of 15 years. In the event of death prior to retirement, the beneficiary will receive full fee continuation benefits, with the exception of Mr. Flournoy's beneficiary who would be entitled to receive a lump sum payment of \$30,000. In the event of disability wherein the director does not continue service with the Company, the director is entitled to fee continuation benefits, at a reduced amount depending on the length of service with the Company, beginning the month following termination of service. The agreements, with the exception of Mr. Flournoy's agreement, allow for a Hardship Distribution under specified circumstances. Hardship Distributions are limited to the amount the Company had accrued under the terms of the agreement as of the day the director petitioned the Board to receive a Hardship Distribution. Upon a change in control the director is eligible to receive the full fee continuation benefits upon the director's termination of service. The fee continuation benefits are informally funded by single premium life insurance policies. The directors are the insured parties and the Company is the beneficiary of the respective policies.

Post-Retirement Consulting Agreement: The Company has entered into Post-Retirement Consulting Agreements with its non-employee Directors with the exception of Messrs. Flournoy, Elliott and McClintock. The purpose of the Agreements is to provide consideration to the board members in exchange for consulting services after their retirement from the Board. The agreements provide for consulting fees of \$10,000 per year for 3 years after retirement. In the event of death prior to completion of the consulting services, the beneficiary will receive death benefits equal to the remaining unpaid consulting fee benefits. In the event of disability wherein the retired director is unable to continue consulting services with the Company, the Company may terminate the director's post-retirement consulting services. If the retired director voluntarily terminates his or her consulting services for other than good reason or if the Company terminates the director's post-retirement consulting services for cause, the Post-Retirement Consulting Agreement shall terminate.

The table below summarizes the compensation paid by the Company to non-employee Directors for the fiscal year ended December 31, 2008.

Director Compensation Table

Name (a)	Fees Earned or Paid in Cash (b)	Stock Awards (c)	Option Awards (\$)(1) (d)	Non-Equity Incentive Plan Compensation (e)	Nonqualified Deferred Compensation Earnings (f)	All Other Compensation (g)	Total (h)
Daniel E. West	\$ 31,800	N/A	\$ 4,661	N/A	N/A	\$ 0	\$ 36,461
Terrance J. Reeson	\$ 25,200	N/A	\$ 4,661	N/A	N/A	\$ 0	\$ 29,861
Alvin G. Blickenstaff	\$ 25,200	N/A	\$ 4,661	N/A	N/A	\$ 0	\$ 29,861
William E. Elliott	\$ 25,200	N/A	\$ 10,901	N/A	N/A	\$ 0	\$ 36,101
Gerald W. Fletcher	\$ 25,200	N/A	\$ 4,661	N/A	N/A	\$ 0	\$ 29,861
John Flournoy	\$ 25,200	N/A	\$ 3,817	N/A	N/A	\$ 0	\$ 29,017
Arthur Grohs	\$ 25,200	N/A	\$ 4,661	N/A	N/A	\$ 0	\$ 29,861
Robert J. McClintock (2)	\$ 10,500	N/A	N/A	N/A	N/A	\$ 0	\$ 10,500
Jerry V. Kehr (3)	\$ 25,200	N/A	\$ 4,661	N/A	\$ 0	\$ 0	\$ 29,861
Thomas Watson (4)	\$ 21,000	N/A	\$ 4,661	N/A	\$ 0	\$ 0	\$ 25,661

(1) The amounts in column (d) reflect the dollar amount recognized for financial statement report purposes for the fiscal year end December 31, 2008, in accordance with FAS 123(R), of awards pursuant to the Company's 2001 Stock Option

Plan and thus include amounts from awards granted in and prior to 2008. Assumptions used in the calculation of these amounts are included in footnote 2 to the Company's audited financial statements for the fiscal year ended December 31, 2008 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2009. As of December 31, 2008 each Director has the following number of options outstanding (total options outstanding include both options that are exercisable at December 31, 2008 and options that may become exercisable in the future):
Daniel West: 13,249;
Terrance Reeson: 13,249;
Alvin Blickenstaff:

7,624; William
Elliott: 2,000;
Gerald Fletcher:
12,682; John
Flournoy:
4,500; Arthur
Grohs: 13,249;
Jerry Kehr:
13,249; Thomas
Watson: 15,436.

- (2) Mr. McClintock was appointed to the Board effective August 20, 2008.
- (3) Mr. Kehr retired from the Board effective December 31, 2008.
- (4) Mr. Watson resigned from the Board on October 6, 2008.

Independent Accountants

The firm of Perry-Smith LLP served as certified independent public accountants for Plumas Bancorp with respect to the year 2008, and Perry-Smith LLP has been appointed as the Company's certified independent public accountants for 2009. The Company's Board of Directors has determined the firm of Perry-Smith LLP to be fully independent of the operations of Plumas Bancorp.

Aggregate fees billed by Perry-Smith LLP to Plumas Bancorp and the percentage of those fees that were pre-approved by the Company's Audit Committee for the years ended 2008 and 2007 are as follows:

	2008	Percentage Pre- Approved	2007	Percentage Pre- Approved
Audit fees	\$ 204,000	100%	\$ 213,000	100%
Audit-related fees	15,000	100%	15,000	100%
Tax fees	21,000	100%	21,000	100%
Total fees	\$ 240,000	100%	\$ 249,000	100%

The Audit Committee of the Bancorp has considered the provision of nonaudit services provided by Perry-Smith LLP to be compatible with maintaining the independence of Perry-Smith LLP.

Perry-Smith LLP audited Plumas Bancorp's financial statements for the year ended December 31, 2008. It is anticipated that a representative of Perry-Smith LLP will be present at the annual meeting of shareholders and will be available to respond to appropriate questions from shareholders at the meeting.

Shareholder Proposals

Shareholder proposals to be submitted for presentation at the 2010 annual meeting of shareholders of Plumas Bancorp must be received by Plumas Bancorp no later than December 31, 2009. Shareholder proposals should be addressed to Mr. Douglas N. Biddle at Plumas Bancorp, 35 S. Lindan Avenue, Quincy, California 95971. Shareholder proposals, which are not contained in the proxy statement, SEC rules specify that certain requirements in the bylaws of Plumas Bancorp be satisfied. The bylaws require that any shareholder wishing to make a nomination for director give advance notice of the nomination which shall be delivered or mailed to the President of Plumas Bancorp by the later of: (i) the close of business twenty-one (21) days prior to any meeting of shareholders called for the election of directors; or (ii) ten (10) days after the date of mailing of notice of the meeting to shareholder; provided, however, that if only 10 days notice of the meeting is given to shareholders, such notice of intention to nominate shall be received by the President not later than the time fixed in the notice of the meeting for the opening of the meeting.

Certain Transactions

Some of the directors and executive officers of Plumas Bancorp and their immediate families, as well as the companies with which they are associated, are customers of, or have had banking transactions with, Plumas Bancorp in the ordinary course of the Company's business, and Plumas Bancorp expects to have banking transactions with such persons in the future. In management's opinion, all loans and commitments to lend in such transactions were made in compliance with applicable laws and on substantially the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness and in the opinion of management did not involve more than a normal risk of collectibility or present other unfavorable features.

Other Matters

Management does not know of any matters to be presented at the meeting other than those set forth above. However, if other matters come before the meeting, it is the intention of the persons named in the accompanying proxy to vote the shares represented by the proxy in accordance with the recommendations of management on such matters, and discretionary authority to do so is included in the proxy.

Available Information

Plumas Bancorp's common stock is registered under the Securities Exchange Act of 1934 and as a result the Company is required to file annual reports, quarterly reports and other periodic filings with the Securities and Exchange Commission (the SEC) and are posted and are available at no cost on the Company's website, www.plumasbank.com, as soon as reasonably practicable after Plumas Bancorp files such documents with the SEC. These reports and filings are also available for inspection and/or printing at no cost through the SEC website, www.sec.gov. In addition, regulatory report data for both Plumas Bancorp and Plumas Bank are available for inspection and/or printing at no cost through the Federal Financial Institutions Examination Council's (the FFIEC) Website, www.ffiec.gov and the Federal Deposit Insurance Corporation's (the FDIC) Website, www.fdic.gov, respectively.

Shareholders may request a free copy of Plumas Bancorp's 10-K by writing to Ms. Elizabeth Kuipers, Investor Relations, 35 S. Lindan Avenue, Quincy, California 95971 or by telephoning her at (530) 283-7305.

PLUMAS BANCORP
35 S. LINDAN AVENUE
QUINCY, CA 95971

VOTE BY INTERNET www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M11622 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

PLUMAS BANCORP

For All **Withhold All** **For All Except**

To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

Vote On Directors

1. Election of nine (9) persons to be directors.

Director Nominees: 01) Douglas N. Biddle, 02) Alvin G. Blickenstaff, 03) William E. Elliott, 04) Gerald W. Fletcher, 05) John Flournoy, 06) Arthur C. Grohs, 07) Terrance J. Reeson, 08) Robert J. McClintock, and 09) Daniel E. West

Vote On Proposal

For Against Abstain

- 2. The approval of a non-binding vote on executive compensation, as more fully described in the accompanying Proxy Statement.
- 3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting and any adjournments thereof.

THIS PROXY MAY BE REVOKED PRIOR TO ITS EXERCISE BY FILING WITH THE SECRETARY OF THE BANCORP A DULY EXECUTED PROXY BEARING A LATER DATE OR AN INSTRUMENT REVOKING THIS PROXY, OR BY ATTENDING THE MEETING AND VOTING IN PERSON.

For address changes and/or comments, please check this box and write them on the back where indicated.

Please indicate if you plan to attend this meeting.

Yes No

(Please date this Proxy and sign your name as it appears on the stock certificates. Executors, administrators, trustees, etc., should give their full title. If a corporation, please sign in full corporate name by the president or other authorized officer. If a partnership, please sign in partnership name by an authorized person. All joint owners should sign.)

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

M11623

**PROXY
PLUMAS BANCORP**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. The undersigned hereby appoints Messrs. Arthur C. Grohs, Daniel E. West and Terrance J. Reeson, as proxies, with full power of substitution, to represent, vote and act, as designated on the reverse side, with respect to all shares of common stock of Plumas Bancorp (the Bancorp) which the undersigned would be entitled to vote at the meeting of shareholders to be held on May 20, 2009 at 10:30 a.m., at the Plumas Bank Credit Administration building located at 32 Central Avenue, Quincy, California or any adjournments thereof, with all the powers the undersigned would possess if personally present.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE NOMINEES LISTED ON THIS PROXY FOR DIRECTOR AND FOR APPROVAL OF A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION. The Proxy confers authority to vote and shall be voted in accordance with such recommendations unless contrary instructions are indicated, in which case, the shares represented by the Proxy will be voted in accordance with such instructions. IF NO INSTRUCTIONS ARE SPECIFIED WITH RESPECT TO THE MATTERS TO BE ACTED UPON, THE SHARES REPRESENTED BY THE PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF MANAGEMENT. IF ANY OTHER BUSINESS IS PRESENTED AT THE MEETING, THIS PROXY CONFERS AUTHORITY TO AND SHALL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF MANAGEMENT.

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

PLEASE SIGN AND DATE ON THE OTHER SIDE