

HomeStreet, Inc.  
Form 4  
January 30, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MASON MARK K

(Last) (First) (Middle)  
601 UNION STREET, SUITE 2000  
(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HomeStreet, Inc. [HMST]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2017

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)  
CEO, President

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)	
				(A) or (D)	Price			
Common Stock	01/28/2017		M	V	3,409	A	\$ 0 (1) 126,181	D
Common Stock	01/29/2017		M	V	2,821	A	\$ 0 (2) 129,002	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)

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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)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	01/26/2017		A	9,045	(4)	(4)	Common Stock	9,045 (4)
Performance Share Units	\$ 0	01/26/2017		A	13,568 (5)	(6)	(6)	Common Stock	13,568 (5)
Restricted Stock Units	(3)	01/28/2017		M	3,409	(7)	(7)	Common Stock	3,409
Restricted Stock Units	(3)	01/29/2017		M	2,821	(8)	(8)	Common Stock	2,821

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASON MARK K 601 UNION STREET, SUITE 2000 SEATTLE, WA 98101	X		CEO, President	

## Signatures

/s/ Donna M. Cochener, Attorney in fact for Mark K. Maosn

01/30/2017

\_\_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) Common stock acquired upon vesting of Restricted Stock Units ("RSUs") granted on January 28, 2016.

(2) Common stock acquired upon vesting of RSUs granted on January 29, 2015.

(3) Each RSU represents a contingent right to receive one share of HomeStreet common stock.

(4) On January 26, 2017, the reporting person was granted 9,045 RSUs, which vest incrementally in equal amounts on January 26, 2018, January 26, 2019 and January 26, 2020, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that have vested.

(5) The number of performance share units ("PSUs") represents the maximum number of shares of HomeStreet common stock to which the reporting person will be entitled. The target number of shares associated with the grant is 9,045 shares of common stock. Each PSU represents one share of common stock and will vest depending on the achievement of certain specified performance criteria including the

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return on average equity for each of HomeStreet's 12 fiscal quarters completed from January 1, 2017 through December 31, 2019.

The PSUs are scheduled to vest in the first quarter of 2020 when the HomeStreet, Inc. Human Resources and Corporate Governance

- (6) Committee certifies the achievement of the performance goals in accordance with the provisions of the reporting person's award agreement. In the event of a change in control, all outstanding PSUs may vest under certain circumstances at the target award level on the effective date of the change in control.

On January 28, 2016, the reporting person was granted 10,227 RSUs, which vest incrementally in equal amounts on January 28, 2017, January 28, 2018 and January 28, 2019, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that have vested.

- (7)
- (8) On January 29, 2015, the reporting person was granted 8,463 RSUs, which vest incrementally in equal amounts on January 29, 2016, January 29, 2017 and January 29, 2018, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that have vested.

The reporting person's remaining RSUs includes 2,780 RSUs granted on May 29, 2014, which vest on May 29, 2017, 2,821 RSUs granted on January 29, 2015, which vest on January 29, 2018, and 6,818 RSUs granted on January 28, 2016, which vest incrementally in equal

- (9) amounts on January 28, 2018 and January 28, 2019, respectively. In the event of a change in control, all unvested RSUs may vest immediately under certain circumstances. Upon vesting, the reporting person will receive a number of shares of HomeStreet common stock equal to the number of RSUs that have vested.

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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