

PACIFIC MERCANTILE BANCORP
 Form 4
 April 02, 2013

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 *
 Carpenter Fund Manager GP, LLC

2. Issuer Name and Ticker or Trading Symbol
 PACIFIC MERCANTILE BANCORP [PMBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2013

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

5 PARK PLAZA, SUITE 950

(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

IRVINE, CA 92614

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/30/2013		P		75,556	A	\$ 6.75	218,399	I	See footnote (1)
Common Stock	03/30/2013		P		2,146,666	A	\$ 6.75	6,423,500	I	See footnote (2)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Purchase Warrant	\$ 6.26					(3) 04/20/2016		Common Stock	13,9
Common Stock Purchase Warrant	\$ 6.26					(3) 04/20/2016		Common Stock	394,
Series B-1 Convertible 8.4% Noncumulative Preferred Stock	\$ 5.32					(4) (4)		Common Stock	23,
Series B-1 Convertible 8.4% Noncumulative Preferred Stock	\$ 5.32					(4) (4)		Common Stock	671,
Series C 8.4% Noncumulative Preferred Stock	\$ 5.32	12/31/2012		J(5)	90	(5) (5)		Common Stock	1,6
Series C 8.4% Noncumulative Preferred Stock	\$ 5.32	12/31/2012		J(5)	2,585	(5) (5)		Common Stock	48,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carpenter Fund Manager GP, LLC 5 PARK PLAZA SUITE 950 IRVINE, CA 92614	X	X		
	X	X		

Carpenter Community BancFund-A, L.P.
5 PARK PLAZA
SUITE 950
IRVINE, CA 92614

Signatures

CARPENTER FUND MANAGER GP, LLC on behalf of itself and as General Partner of CARPENTER COMMUNITY BANCFUND-A, LP and CARPENTER COMMUNITY BANCFUND, LP, by John D. Flemming, Managing Member (by Robert Sjogren, attorney-in-fact)

04/02/2010

__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) Held directly by Carpenter Community BancFund, LP and beneficially owned by Carpenter Fund Manager GP, LLC (the "General Partner") as general partner of such fund. The General Partner disclaims beneficial ownership of the securities, except to the extent that the General Partner has a pecuniary interest, if any, in such fund.
- (2) Held directly by Carpenter Community BancFund-A, LP and beneficially owned by the General Partner as general partner of such fund. The General Partner disclaims beneficial ownership of the securities, except to the extent that the General Partner has a pecuniary interest, if any, in such fund.
- (3) The warrants are not currently exercisable and would only become exercisable if the issuer completes an acquisition of an insured depository institution or its parent having assets of \$250 million or more by merger, purchase of outstanding shares or the purchase and assumption of all or substantially all of its assets and liabilities. No transactions occurred with respect to these securities, intended only to reflect number of securities beneficially owned.
- (4) Such preferred stock is convertible at any time at the holder's election and has no expiration date. No transactions occurred with respect to these securities, intended only to reflect number of securities beneficially owned.
- (5) Received as a payment-in-kind dividend on shares of Series B-2 Convertible 8.4% Noncumulative Preferred Stock. Such preferred stock is not currently convertible but may become convertible upon transfer in a widely dispersed offering and has no expiration date.

Remarks:

This Form 4 is filed jointly by Carpenter Fund Manager GP, LLC (the "General Partner"), Carpenter Community BancFund, L

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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