

WESTERN ALLIANCE BANCORPORATION

Form 4

April 27, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON MARIANNE BOYD

(Last) (First) (Middle)

**C/O WESTERN ALLIANCE
BANCORPORATION, 2700 WEST
SAHARA AVENUE**

(Street)

LAS VEGAS, NV 89102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2006

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. Code (Instr. 8)	4. Securities Acquired 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

04/25/2006

J(1)

207,107

D

(1)

989,547 (3)

I

By Boyd -05
Grantor
Retained
Annuity
Trust #1

Common
Stock

04/25/2006

J(1)

197,331

D

(1)

1,398,208

I

By Boyd -05
Grantor
Retained
Annuity
Trust #2

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Common Stock	04/25/2006	J ⁽¹⁾	112,883	D	<u>(1)</u>	1,083,771	I	By Boyd -05 Grantor Retained Annuity Trust #3
Common Stock	04/25/2006	J ⁽²⁾	634	D	<u>(2)</u>	240,718 ⁽³⁾	I	By BG-05 Limited Partnership
Common Stock						71,910 ⁽³⁾	D	
Common Stock						291,784 ⁽³⁾	I	By the Marianne E. Boyd Trust Dated March 7, 1989
Common Stock						9,638	I	By William & Myong Boyd Children's Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (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
JOHNSON MARIANNE BOYD C/O WESTERN ALLIANCE BANCORPORATION 2700 WEST SAHARA AVENUE LAS VEGAS, NV 89102	X			

Signatures

/s/ Dale Gibbons,
Attorney-in-Fact

04/27/2006

__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) On April 25, 2006, each of Boyd -05 Grantor Retained Annuity Trust #1, Boyd -05 Grantor Retained Annuity Trust #2 and Boyd -05 Grantor Retained Annuity Trust #3 distributed the reported number of shares to its beneficiary.
- (2) On April 25, 2006, BG-05 Limited Partnership distributed an aggregate of 1,706 shares to its limited partners (the "BG-05 Distribution"). The reporting person no longer has investment control over 634 of the shares distributed.
- In connection with the BG-05 Distribution, the reporting person distributed 1,054 shares to the Marianne Boyd Johnson-05 Western Grantor Retained Annuity Trust #1 and 18 shares to The Marianne E. Boyd Trust. At the same time, the Marianne Boyd Johnson-05 Western Grantor Retained Annuity Trust #1 transferred 1,054 shares to the reporting person, who in turn transferred 1,054 shares to The Marianne E. Boyd Trust. Total holdings reflect these distributions.
- (3)

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.