

BANNER CORP  
Form 4  
November 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**ORRICO BRENT A**

(Last) (First) (Middle)  
**10 SOUTH FIRST AVE**  
  
(Street)

**WALLA WALLA, WA 99362**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BANNER CORP [BANR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/19/2015**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value per share <sup>(1)</sup>	11/19/2015		A	V	155.67 A \$ 51.3782	72,258 <sup>(2)</sup> 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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				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
ORRICO BRENT A 10 SOUTH FIRST AVE WALLA WALLA, WA 99362		X		

## Signatures

/s/Brent A.  
Orrico 11/20/2015

\_\_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) Acquired pursuant to deferred compensation agreement; settled in stock at termination of service.
- (2) Includes direct ownership of 2,453 shares through IRA and 9,614 shares through Deferred Compensation Plan. Also includes indirect ownership of 36,935 shares through companies controlled by Mr. Orrico and 18,827 shares through trusts directed by Mr. Orrico.

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. ALIGN="CENTER">

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SCHEDULE 13D

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### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer

The information set forth under Items 3, 4 and 5 is incorporated by reference into this Item 6.

On October 1, 2012, FNF, FNSO, and Merger Sub entered into a Joint Filing Agreement (the Joint Filing Agreement ), in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as Exhibit 99.6 hereto and is incorporated herein by reference.

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Except for the agreements described in this Statement, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise), among the Reporting Persons or, to the knowledge of any of the Reporting Persons, any other person or entity referred to in Item 2 (including those listed on Exhibit 99.1), or between such persons and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding proxies.

Except as otherwise expressly described herein, no contracts, arrangements, understandings or similar relationships exist with respect to the securities of the Company among the Reporting Person and any person or entity.

### Item 7. Materials to be Filed as Exhibits

Exhibit No.	Description
99.1	Directors and Executive Officers of FNF, FNSO and Merger Sub*
99.2	Merger Agreement (incorporated herein by reference to Exhibit 2.1 to the Form 8-K filed by the Issuer with the Securities and Exchange Commission on August 2, 2012)
99.3	First Amendment to Amended and Restated Agreement and Plan of Merger, dated as of September 5, 2012, by and among Fidelity National Financial, Inc., New Athena Merger Sub, Inc. and J. Alexander's Corporation (incorporated herein by reference to Exhibit 2.1 to the Form 8-K filed by the Issuer with the Securities and Exchange Commission on September 6, 2012).
99.4	Offer to Purchase, dated August 6, 2012 (incorporated herein by reference to Exhibit 99(a)(1)(A) to the Schedule TO filed by FNF, FNSO and Merger Sub with the Securities and Exchange Commission on August 6, 2012, as amended).
99.5	Letter of Transmittal (including Form W-9 and General Instructions to Form W-9) (incorporated herein by reference to Exhibit 99(a)(1)(B) to the Schedule TO filed by FNF, FNSO and Merger Sub with the Securities and Exchange Commission on August 6, 2012, as amended).
99.6	Joint Filing Agreement*

\* Filed herewith.

Signatures

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

FIDELITY NATIONAL FINANCIAL, INC.

By: /s/ Michael L. Gravelle  
Name: Michael L. Gravelle  
Title: Executive Vice President, General Counsel and  
Corporate Secretary  
Date: October 29, 2012

FIDELITY NATIONAL SPECIAL OPPORTUNITIES,  
INC.

By: /s/ Michael L. Gravelle  
Name: Michael L. Gravelle  
Title: Executive Vice President, General Counsel and  
Corporate Secretary  
Date: October 29, 2012

NEW ATHENA MERGER SUB, INC.

By: /s/ Michael L. Gravelle  
Name: Michael L. Gravelle  
Title: Executive Vice President, General Counsel and  
Corporate Secretary  
Date: October 29, 2012