

NORTHRIM BANCORP INC
 Form 144
 March 10, 2017

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

FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933
 ATTENTION: Transmit for filing 3 copies of this form concurrently with
 either placing an order with a broker to execute sale or
 executing a sale directly with a market maker.

OMB APPROVAL
 OMB Number: 3235-0101
 Expires: February 28, 2014
 Estimated average burden
 hours per response 1.00
 SEC USE ONLY
 DOCUMENT SEQUENCE NO.
 CUSIP NUMBER.

| | | | |
|---|--------------------|---------------------|-------------------------------|
| 1(a) NAME OF ISUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. | WORK LOCATION |
| NORTHRIM BANCORP, INC. | 92-01757520-33501 | | |
| 1(d) ADDRESS OF ISSUER | STREET | CITY | (e) TELEPHONE NO. |
| STATE | ZIP CODE | | |
| 3111 C STREET | ANCHORAGE | AK 99503 | AREA CODE 907 NUMBER 562-0062 |

| | | | | | |
|---|----------------------------|---------------|------------|------|-------|
| 2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER | ADDRESS | STREET | CITY | STATE |
| LARRY S. CASH | DIRECTOR | 3111 C STREET | ANCHORAGE, | AK | 99503 |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a) | (b) | SEC. USE ONLY | (c) | (d) | (e) | (f) | (g) |
|---|--|---------------------------|---|---|--|---|--|
| Title of the Class of Securities To be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold(see Instr. 3(c)) | Aggregate Market Value(See Instr. 3(d)) | Number of Shares or Other Units Outstanding(See Instr. 3(e)) | Approximate Date of Sale(See Instr. 3(f)) (MO DAY YR) | Name of Each Securities Exchange (See Instr. 3(g)) |
| Common Stock | Morgan Stanley 12550 Denali Street #1700 Anchorage, AK 99503 | | 3,565 | \$99,998 (\$28.05/Share 03/08/17) | 6,909,610 | 03/10/17 | NASDAQ |

INSTRUCTIONS:
 1. (a) Name of issuer
 3. (a) Title of the class of securities to be sold
 (b) Name and address of each broker through whom the

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- | | |
|---|--|
| (b) Issuer's I.R.S. Identification Number | securities are intended to be sold |
| (c) Issuer's S.E.C. file number, if any | (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount) |
| (d) Issuer's address, including zip code | (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice |
| (e) Issuer's telephone number, including area code | (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer |
| 2. (a) Name of person for whose account the securities are to be sold | (f) Approximate date on which the securities are to be sold |
| (b) Such person's relationship to the issuer (e.g. officer, director, 10% stockholder, or member of immediate family of any of the foregoing) | (g) Name of each securities exchange, if any, on which the securities are intended to be sold |
| (c) Such person's address, including zip code | |

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 control number.

SEC 1147 (08-07)TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (if gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|--|--|-------------------------------|-----------------|-------------------|
| Common Stock | Various | Acquired as a result of various open market purchases. | NORTHRIM BANCORP, INC. | 3,565 | Various | Various |

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the INSTRUCTIONS: consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

REMARKS:

~~INSTRUCTIONS:~~ See

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

(a)
of
Rule
144.
Information
is
to
be
given
not
only
as
to
the
person

for
whose
account
the
securities
are
to
be
sold
but
also
as
to
all
other
persons
included
in
that
definition.
In
addition,
information
shall
be
given
as
to
sales
by
all
persons
whose
sales
are
required
by
paragraph
(e)
of
Rule
144
to
be
aggregated
with
sales
for
the
account
of

the
person
filing
this
notice.

March 9,
2017
DATE
OF
NOTICE

/s/ Larry S.
Cash

(Signature)

DATE
OF
PLAN
ADOPTION
OR
GIVING
OF
INSTRUCTION,
IF
RELYING
ON
RULE
10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001) SEC 1147 (02-08)