

COLEMAN ROBERT J  
 Form 5  
 February 05, 2009

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 COLEMAN ROBERT J

2. Issuer Name and Ticker or Trading Symbol  
 REPUBLIC FIRST BANCORP INC  
 [FRBK]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

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

50 S. 16TH STREET, SUITE 2400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/24/2008	^	P4	4,600 A \$ 8.5	153,672	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of  
Derivative  
Security  
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)		

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLEMAN ROBERT J 50 S. 16TH STREET SUITE 2400 PHILADELPHIA, PA 19102	X			

### Signatures

Robert J. Coleman  
02/03/2009

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.