

BIRCHFIELD JOHN W
Form 4
May 31, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BIRCHFIELD JOHN W

2. Issuer Name and Ticker or Trading Symbol
First California Financial Group, Inc.
[FCAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

3027 TOWNSGATE ROAD, SUITE 300

05/31/2013

(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

WESTLAKE VILLAGE, CA 91361

(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)
Common Stock, \$0.01 par value	05/31/2013		D	487,496	D ① 0	D	
Common Stock, \$0.01 par value	05/31/2013		D	51,673	D ① 0	I	As Co-Trustee for the James O. Birchfield 1995 Trust FBO Shane

Common Stock, \$0.01 par value	05/31/2013	D	51,673	D	<u>11</u>	0	I	O. Birchfield, As Co-Trustee for the James O. Birchfield 1995 Trust FBO Garrett W. Birchfield
Common Stock, \$0.01 par value	05/31/2013	D	51,673	D	<u>11</u>	0	I	As Co-Trustee for the James O. Birchfield 1995 Trust FBO Tenisha M. Fitzgerald
Common Stock, \$0.01 par value	05/31/2013	D	51,673	D	<u>11</u>	0	I	As Co-Trustee for the James O. Birchfield 1995 Trust FBO Brian J. Aldridge
Common Stock, \$0.01 par value	05/31/2013	D	300,000	D	<u>11</u>	0	I	As Manager of Banyon, LLC
Common Stock, \$0.01 par value	05/31/2013	D	66,234	D	<u>11</u>	0	I	As Trustee for the Shane O. Birchfield Trust
Common Stock, \$0.01 par value	05/31/2013	D	43,893	D	<u>11</u>	0	I	As Trustee for the Garrett W. Birchfield Trust
Common Stock, \$0.01 par value	05/31/2013	D	180,981	D	<u>11</u>	0	I	As Trustee for the John W. Birchfield Trust

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

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SEC 1474
(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. Amount or Number of Shares
Option to Buy	\$ 11.73	05/31/2013		D	3,581	03/01/2014 03/01/2014	Common Stock	3,581

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BIRCHFIELD JOHN W
3027 TOWNSGATE ROAD, SUITE 300 X
WESTLAKE VILLAGE, CA 91361

Signatures

/s/ Romolo Santarosa,
Attorney-in-Fact 05/31/2013

**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) Each share has been converted into the right to receive 0.2966 shares of PacWest Bancorp ("PacWest") common stock as specified in the Agreement and Plan of Merger, dated as of November 6, 2012, between PacWest and First California Financial Group, Inc. (the "Merger Agreement").

(2) Each outstanding option was cancelled and converted into the right to receive, subject to any required tax withholding, an amount of cash equal to the excess (if any) of \$8.00 over the exercise price as specified in the Merger Agreement.

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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