

FIRST PACTRUST BANCORP INC
 Form 4
 June 11, 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 *
 GRAY JAMES H

2. Issuer Name and Ticker or Trading Symbol
 FIRST PACTRUST BANCORP INC
 [BANC]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/07/2013

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

C/O FIRST PACTRUST BANCORP INC., 18500 VON KARMAN AVE, SUITE 1100

(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

IRVINE, CA 92612

(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)	(A) or (D)	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 Ownership (Instr. 4)	
			Code	V	Amount	Price			
Common Stock	06/11/2013		P		100	A \$ 13.12	4,600	I	Held in Reporting Person's Retirement Savings Accounts
Common Stock	06/11/2013		P		400	A \$ 13.15	5,000	I	Held in Reporting Person's Retirement

Savings
Accounts

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Warrant <u>(1)</u>	\$ 4.62 <u>(2)</u>	06/07/2013		S		42,000		06/29/2012	06/30/2013	Common Stock	13,860
Warrants <u>(1)</u>	\$ 4.62 <u>(2)</u>	06/11/2013		S		2,042		06/29/2012	06/30/2013	Common Stock	673.86

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAY JAMES H
C/O FIRST PACTRUST BANCORP INC.
18500 VON KARMAN AVE, SUITE 1100
IRVINE, CA 92612

Signatures

/s/ Richard Herrin,
Attorney-in-Fact

06/11/2013

**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) The Reporting Person received the warrants in connection with the Issuer's acquisition of Beach Business Bank on July 1, 2012. Each warrant is exercisable for 0.33 shares of the Issuer's common stock, at a price of \$14.00 per whole share.

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- (2) Represents exercise price per warrant. As previously noted, each warrant is exercisable for 0.33 shares of the Issuer's common stock.
- (3) The warrants were sold for \$0.03 each in a privately negotiated transaction.
- (4) The warrants were sold for \$0.02 each in a privately negotiated transaction.

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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