

FIRST PACTRUST BANCORP INC
Form 4
June 29, 2011

FORM 4

**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).

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 *
WHITACRE DONALD A

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

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2011

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

C/O FIRST PACTRUST BANCORP INC., 610 BAY BOULEVARD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

CHULA VISTA, CA 91910

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	06/27/2011		A	1,000 (1)	A	\$ 0	7,232	D	
Common Stock	06/27/2011		A	442 (2)	A	\$ 0	7,674	D	
Common Stock							37,368	I	By Trust

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 15.81	06/27/2011		A	2,000	06/27/2012 ⁽³⁾ 06/27/2021	Common Stock	2,000
Stock Option (Right to Purchase)	\$ 15.81	06/27/2011		A	4,248	06/27/2012 ⁽⁴⁾ 06/27/2021	Common Stock	4,248

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITACRE DONALD A C/O FIRST PACTRUST BANCORP INC. 610 BAY BOULEVARD CHULA VISTA, CA 91910				

Signatures

/s/ James P. Sheehy,
Attorney-in-Fact

06/29/2011

**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) Represents annual compensation grant of restricted stock to the reporting person for service as a director pursuant to the issuer's 2011 Omnibus Incentive Plan. The shares will vest 100% on June 27, 2012.
- (2) Represents grant of restricted stock to the reporting person pursuant to the issuer's 2011 Omnibus Incentive Plan in lieu of retainer and meeting fees for service as a director of \$6,995.00. The shares will vest 100% on June 27, 2012.

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- (3) Represents annual compensation grant of stock option to the reporting person for service as a director pursuant to the issuer's 2011 Omnibus Incentive Plan. The option will vest 100% on June 27, 2012.
- (4) Represents grant of stock option to the reporting person pursuant to the issuer's 2011 Omnibus Incentive Plan in lieu of retainer and meeting fees for service as a director of \$15,505.00. The option will vest 100% on June 27, 2012.

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.