

CARRILLO RACHEL M  
 Form 4  
 February 17, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 CARRILLO RACHEL M

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. VP - Branch Administration

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/31/2008

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)  
 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock                    | 12/31/2008                           |                                                    | J <sup>(1)</sup>   | V Amount (A) or (D) Price \$ 182 A 13.5                           | 11,759                                                                                        | I                                                        | 401(k) ESOP                                |
| Common Stock                    | 12/31/2008                           |                                                    | J <sup>(2)</sup>   | V Amount (A) or (D) Price \$ 1,421 A 12                           | 13,180                                                                                        | I                                                        | 401(k) ESOP                                |
| Common Stock                    |                                      |                                                    |                    |                                                                   | 15,241                                                                                        | D                                                        |                                            |

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

Persons who respond to the collection of information contained in this form are not SEC 1474 (9-02)

required to respond unless the form 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (Right to Purchase)  | \$ 17.19                                               |                                      |                                                    |                                |                                                                                         | (3) 04/24/2013                                           | Common Stock                                                  | 16,798                                                      |
| Employee Stock Option (Right to Purchase)  | \$ 20.29                                               |                                      |                                                    |                                |                                                                                         | (4) 04/21/2014                                           | Common Stock                                                  | 4,000                                                       |
| Employee Stock Option (Right to Purchase)  | \$ 26.45                                               |                                      |                                                    |                                |                                                                                         | (5) 01/25/2015                                           | Common Stock                                                  | 3,000                                                       |
| Employee Stock Option (Right to Purchase)  | \$ 17                                                  |                                      |                                                    |                                |                                                                                         | (6) 01/22/2018                                           | Common Stock                                                  | 2,000                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                                |       |
|----------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                        | Other |
| CARRILLO RACHEL M<br>C/O FIRST PACTRUST BANCORP, INC.<br>610 BAY BOULEVARD |               |           | Sr. VP - Branch Administration |       |

CHULA VISTA, CA 91910

## Signatures

/s/ James P. Sheehy, power of  
attorney

02/17/2009

\_\_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).
- (1) Shares acquired through the Company's 401(k) Plan on various dates throughout 2008.
- (2) Shares allocated for 2008 to the individual through the Company's Employee Stock ownership Plan.
- (3) The option vests in five equal annual installments beginning on April 24, 2004.
- (4) The option vests in five equal annual installments beginning on April 21, 2005.
- (5) The option vests in five equal annual installments beginning on January 25, 2006.
- (6) The option vests in five equal annual installments beginning on January 22, 2009.

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.