

GOODWIN LISA R  
Form 4  
November 03, 2010

**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 \*  
GOODWIN LISA R

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)  
610 BAY BOULEVARD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP - Information Technology

CHULA VISTA, CA 91910  
(City) (State) (Zip)

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

**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) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 14,364  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 13,549  | I  | 401(k) ESOP                       |

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

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SEC 1474  
(9-02)

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (Right to Purchase)  | \$ 17.19   | 11/01/2010                           |  | D                              | 22,000  | <u>(1)</u> 04/24/2013                                    | Common Stock  | 22,000                     |
| Employee Stock Option (Right to Purchase)  | \$ 20.29   | 11/01/2010                           |  | D                              | 3,000   | <u>(3)</u> 04/21/2014                                    | Common Stock  | 3,000                      |
| Employee Stock Option (Right to Purchase)  | \$ 26.45   | 11/01/2010                           |  | D                              | 2,000   | <u>(4)</u> 01/25/2015                                    | Common Stock  | 2,000                      |
| Employee Stock Option (Right to Purchase)  | \$ 17  | 11/01/2010                           |  | D                              | 2,000   | <u>(5)</u> 01/22/2018                                    | Common Stock  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| GOODWIN LISA R<br>610 BAY BOULEVARD<br>CHULA VISTA, CA 91910 |               |           | SVP - Information Technology |       |

## Signatures

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

11/03/2010

\_\_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 option vested in five equal annual installments beginning on April 24, 2004.

The option was canceled by mutual agreement of the reporting person and the issuer. The reporting person received \$3.00 per share as consideration for the cancellation. Such cancellation and the cancellation price were as required under the terms of the subscription agreements with investors for the private placement of the issuer's common stock completed on November 1, 2010.

(3) The option vested in five equal annual installments beginning on April 21, 2005.

(4) The option vested in five equal annual installments beginning on January 25, 2006.

(5) The option vested 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.

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