WALKER LOUISE A

Form 4

February 15, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

WALKER LOUISE A Issuer Symbol FIRST NORTHERN COMMUNITY (Check all applicable) BANCORP [FNRN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 195 NORTH FIRST STREET 02/13/2018 President/CEO/Director

2. Issuer Name and Ticker or Trading

(State)

(Zip)

1. Name and Address of Reporting Person *

(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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DIXON, CA 95620

(City)

1. Title of Security 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature (Instr. 3) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership of Indirect Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4)

Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price

Restricted Stock

Stock

Award/Common 02/13/2018

 $A^{(1)}$ 4.241 13 55

83,861

D

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

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

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| 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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | vative Expiration Date (Month/Day/Yea uired (A) isposed of r. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|---|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.55 | 02/13/2018 | | A | 22,308 | <u>(2)</u> | 02/12/2028 | Common Stock | 22,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|------------------------|-------|--|--|
| Toporous o when I tume / I tume oso | Director | 10% Owner | Officer | Other | | |
| WALKER LOUISE A 195 NORTH FIRST STREET DIXON, CA 95620 | X | | President/CEO/Director | | | |
| Signatures | | | | | | |

Devon Camara-Soucy, VP/Corporate 02/15/2018 Secretary

> **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) Restricted Stock Award with four year cliff vesting or upon retirement whichever comes first.
- (2) Stock Options Granted vest 0% upon their grant and 25% annually over 4 years

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.

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