

Seabold Jeffrey T
Form 4
August 05, 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 *
Seabold Jeffrey T

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2011

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

CHULA VISTA, CA 91910

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

(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)
Common Stock				(A) or (D) Code V Amount Price	31,600	I	By CS Financial

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

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(9-02)

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. 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Warrant to purchase Class B Non-Voting Common Stock	\$ 11	08/03/2011		J ⁽¹⁾	435,000	<u>(1)</u>	<u>(1)</u>	Class B Non-Voting Common Stock
Stock Option (Right to Purchase)	\$ 15.81					06/27/2012 ⁽²⁾	06/27/2011	Common Stock
Stock Option (Right to Purchase)	\$ 15.81					06/27/2012 ⁽³⁾	06/27/2021	Common Stock
Stock Option (Right to Purchase)	\$ 15.81					06/27/2012 ⁽⁴⁾	06/27/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Seabold Jeffrey T
 C/O FIRST PACTRUST BANCORP INC.
 610 BAY BOULEVARD
 CHULA VISTA, CA 91910

Signatures

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

08/05/2011

**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 portion of warrant originally granted by the issuer to COR Advisors LLC transferred by COR Advisors LLC to the reporting person on August 3, 2011 as compensation for services provided by the reporting person to COR Advisors LLC. The portion of the

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warrant transferred to the reporting person consists of: 95,000 shares as to which the warrant became exercisable on January 1, 2011, (ii) 130,000 shares as to which the warrant became exercisable on April 1, 2011, (iii) 130,000 shares as to which the warrant became exercisable on July 1, 2011; and (iv) 80,000 shares as to which the warrant will become exercisable on October 1, 2011. The warrant is exercisable with respect to each vesting tranche for five years after the tranche's vesting date.

- (2) Represents stock option granted as annual compensation grant 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.

- Represents stock option granted to the reporting person pursuant to the issuer's 2011 Omnibus Incentive Plan in lieu of annual
- (3) compensation grant of restricted stock 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 stock option granted 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 \$29,499.85. 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.

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