

POHLAD WILLIAM M
Form 4
June 22, 2007

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 *
POHLAD WILLIAM M

2. Issuer Name and Ticker or Trading Symbol
First California Financial Group, Inc. [FCAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

60 SOUTH 6TH STREET, SUITE 3800

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2007

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

MINNEAPOLIS, MN 55402

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 06/20/2007 | | | P 18,579 A \$ 22.764 | 860,356 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 06/20/2007 | | | P 13,125 A \$ 15.645 | 873,481 | D | |

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

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POHLAD WILLIAM M 60 SOUTH 6TH STREET SUITE 3800 MINNEAPOLIS, MN 55402 | | X | | |

Signatures

By Jay L. Kim, Attorney-In-Fact for William M. Pohlada 06/22/2007

__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 reporting person is a party to a Securities Purchase and Option Agreement dated December 15, 2006 by and among David Brown, James O. Pohlada, Robert C. Pohlada and William M. Pohlada ("Brown Agreement"), by which the reporting person is required to purchase certain shares of common stock as more fully described therein. A copy of the Brown Agreement can be found as an exhibit to the reporting person's Schedule 13D, as amended.
 - (2) The reporting person is a party to a Securities Purchase and Option Agreement dated December 19, 2005 by and among Scott A. Montgomery, James O. Pohlada, Robert C. Pohlada and William M. Pohlada ("Montgomery Agreement") by which the reporting person is required to purchase certain shares of common stock as more fully described therein. A copy of the Montgomery Agreement can be found as an exhibit to the reporting person's Schedule 13D, as amended.
 - (3) The reporting person is a party to a Securities Purchase Agreement dated June 20, 2007 by and among Robert Bartlett, James O. Pohlada, Robert C. Pohlada and William M. Pohlada ("Bartlett Agreement") by which the reporting person is required to purchase certain shares of common stock as more fully described therein. A copy of the Bartlett Agreement can be found as an exhibit to the reporting person's Schedule 13D, as amended.

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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