

SHEEHY JAMES P
 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 *
 SHEEHY JAMES P

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)
 EVP - Secretary and Treasurer

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) Price			
Common Stock					21,259	D	
Common Stock					26,512	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	33,000	<u>(1)</u> 04/24/2013	Common Stock	33,000
Employee Stock Option (Right to Purchase)	\$ 20.29	11/01/2010		D	4,000	<u>(3)</u> 04/21/2014	Common Stock	4,000
Employee Stock Option (Right to Purchase)	\$ 26.45	11/01/2010		D	3,000	<u>(4)</u> 01/25/2015	Common Stock	3,000
Employee Stock Option (Right to Purchase)	\$ 17	11/01/2010		D	3,000	<u>(5)</u> 01/22/2018	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEEHY JAMES P 610 BAY BOULEVARD CHULA VISTA, CA 91910			EVP - Secretary and Treasurer	

Signatures

/s/ James P. Sheehy 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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