

Liu Chang
 Form 5
 February 12, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Liu Chang
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 FIRST PACTRUST BANCORP INC
 [BANC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)
 EVP AND CHIEF LENDING OFFICER

6. Individual or Joint/Group Reporting
 (check applicable line)
 ___X___ Form Filed by One Reporting Person
 ___ Form Filed by More than One Reporting Person

C/O FIRST PACTRUST BANCORP INC., 18500 VON KARMAN AVE, SUITE 1100
 (Street) IRVINE, CA 92612
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	01/03/2012	^	J ⁽¹⁾	7.1602 A \$ 9.94	10,944.7253 (2)	D	^
Common Stock	04/02/2012	^	J ⁽³⁾	12.6669 A \$ 11.56	10,944.7253 (2)	D	^
Common Stock	07/26/2012	^	J ⁽⁴⁾	7.7408 A \$ 11.05	10,944.7253 (2)	D	^
	12/31/2012	^	J ⁽³⁾	0.0814 A		D	^

Edgar Filing: Liu Chang - Form 5

Common Stock \$ 10,944.7253
11.91 ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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. Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 11.88	^	^	^	^ ^ ^ ^ (5)	11/29/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liu Chang C/O FIRST PACTRUST BANCORP INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612	^	^	^	EVP AND CHIEF LENDING OFFICER ^

Signatures

/s/ Richard Herrin, 02/12/2013
Attorney-in-Fact

^{**}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) Shares were acquired pursuant to the Registrant's 2011 Dividend Reinvestment Plan at a 3% discount to the closing price of the Registrant's Common Stock, as reported on Nasdaq, on the date of issuance.
- (2) Represents the total amount of securities beneficially owned by the Reporting Person as of December 31, 2012.

Edgar Filing: Liu Chang - Form 5

- (3) Shares were acquired pursuant to the Registrant's 2012 Dividend Reinvestment Plan at a 3% discount to the closing price of the Registrant's Common Stock, as reported on Nasdaq, on the date of issuance.
- (4) Shares were acquired pursuant to the Registrant's 2012 Dividend Reinvestment Plan (the "Plan") to correct excessive tax withholdings deducted for shares previously issued under the Plan.
- (5) 33,334 shares are currently exercisable, with the remaining shares becoming exercisable on November 23, 2013.
- (6) Represents derivative securities held as of December 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.