FIRST PACTRUST BANCORP INC
Form 4
June 11, 2013

FORM 4

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

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

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

OMB APPROVAL
OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAY JAMES H

(Last) (First) (Middle)

C/O FIRST PACTRUST BANCORP INC., 18500 VON KARMAN AVE, SUITE 1100

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2013

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)

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

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	06/11/2013		P		100	A	$ 13.12	4,600	I	Held in Reporting Person's Reitrement Savings Accounts
Common Stock	06/11/2013		P		400	A	$ 13.15	5,000	I	Held in Reporting Person's Reitrement

Savings
Accounts

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)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (1)	$ 4.62 (2)	06/07/2013		S			42,000	06/29/2012	06/30/2013	Common Stock	13,860
Warrants (1)	$ 4.62 (2)	06/11/2013		S			2,042	06/29/2012	06/30/2013	Common Stock	673.86

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY JAMES H C/O FIRST PACTRUST BANCORP INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612				

Signatures

/s/ Richard Herrin, Attorney-in-Fact	06/11/2013
**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 received the warrants in connection with the Issuer's acquisition of Beach Business Bank on July 1, 2012. Each warrant is exercisable for 0.33 shares of the Issuer's common stock, at a price of $14.00 per whole share.

(2) Represents exercise price per warrant. As previously noted, each warrant is exercisable for 0.33 shares of the Issuer's common stock.

(3) The warrants were sold for $0.03 each in a privately negotiated transaction.

(4) The warrants were sold for $0.02 each in a privately negotiated transaction.

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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