

ALDRIDGE RICHARD D
 Form 4
 February 01, 2013

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 *
 ALDRIDGE RICHARD D

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)
 3027 TOWNSGATE ROAD, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2013

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

WESTLAKE VILLAGE, CA 91361

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$0.01 par value | 01/30/2013 | | A | 1,873 (1) | \$ 0 | 414,003 (2) | D |
| Common Stock, \$0.01 par value | | | | | 14,604 | I | By Spouse |
| Common Stock, \$0.01 par value | | | | | 51,673 (3) | I | As Co-Trustee for the |

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| | | | | |
|--------------------------------|---------|----------------|---|--|
| value | | | | James O. Birchfield 1995 Trust FBO Shane O. Birchfield, |
| Common Stock, \$0.01 par value | 51,673 | ⁽³⁾ | I | As Co-Trustee for the James O. Birchfield 1995 Trust FBO Garrett W. Birchfield |
| Common Stock, \$0.01 par value | 51,673 | ⁽³⁾ | I | As Co-Trustee for the James O. Birchfield 1995 Trust FBO Tenisha M. Fitzgerald |
| Common Stock, \$0.01 par value | 51,673 | ⁽³⁾ | I | As Co-Trustee for the James O. Birchfield 1995 Trust FBO Brian J. Aldridge |
| Common Stock, \$0.01 par value | 300,000 | ⁽³⁾ | I | As Manager of Banyon, LLC |
| Common Stock, \$0.01 par value | 52,469 | ⁽³⁾ | I | Brian J. Aldridge 1991 Trust, of which the Reporting Person's Spouse is the sole Trustee |
| Common Stock, \$0.01 par | 70,180 | ⁽³⁾ | I | Tenisha M. Aldridge 1991 Trust, |

| | | | | | | | |
|--------------------------------|--|--|--|------------------------|---|--|--|
| value | | | | | | | of which the Reporting Person's Spouse is the sole Trustee |
| Common Stock, \$0.01 par value | | | | 180,982 ⁽³⁾ | I | | As Trustee of the Aldridge Family Trust |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALDRIDGE RICHARD D 3027 TOWNSGATE ROAD, SUITE 300 WESTLAKE VILLAGE, CA 91361 | | X | | |

Signatures

/s/ Romolo Santarosa,
Attorney-in-Fact

02/01/2013

__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) Represents restricted stock that will vest in one-third increments annually on each of January 30, 2014, 2015 and 2016.
Includes previously reported 3,597 shares of restricted stock that will vest in one-third increments annually on each of January 25, 2013, 2014 and 2015, 3,969 shares of restricted stock that vest in one-third increments annually on each of March 16, 2012, 2013 and 2014 and 3,045 shares of restricted stock that vest in one-third increments annually on each of February 25, 2010, 2011 and 2012.
- (3) The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is a beneficial owner of such shares for the purposes of Section 16 or for any other purpose.

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