Sugarman Steven
Form 4
August 23, 2012

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 *
Sugarman Steven

(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)
08/21/2012

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)
CO-CEO

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	08/22/2012		S		417,827	D	$ 12	0	I	By Sugarman Enterprises, Inc.
Common Stock	08/22/2012		G(1)		33,806	D	$ 0	0	I	By COR Capital Holding LLC
Common Stock	08/22/2012		G(1)		33,806	A	$ 0	33,806	I	By Steven and Ainslie

Sugarman Living Trust

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

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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 Underlying (Instr. 3 an
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Warrant to Purchase Class B Non-Voting Common Stock	$ 11	08/22/2012		G[(2)](#)			960,000	[(3)](#)	[(3)](#)	Class Non-Vo Comm Stock
Warrant to Purchase Class B Non-Voting Common Stock	$ 11	08/22/2012		G[(2)](#)		960,000		[(3)](#)	[(3)](#)	Class Non-Vo Comm Stock
Stock Appreciation Right	$ 12.12	08/21/2012		A		500,000		[(4)](#)	08/21/2022	Comm Stock
Stock Option	$ 15.81							06/27/2012	06/27/2021	Comm Stock
Stock Option (Right to Purchase)	$ 15.81							06/27/2012	06/27/2021	Comm Stock
Stock Option (Right to Purchase)	$ 15.81							06/27/2012	06/27/2021	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Sugarman Steven C/O FIRST PACTRUST BANCORP INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612			CO-CEO	

Signatures

/s/ Richard A Herrin, Attorney-in-Fact	08/22/2012
**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 Class A Voting Common Stock was transferred from COR Capital Holding LLC , of which Mr. Sugarman is the managing member, to the Steven and Ainslie Sugarman Living Trust.

(2) The Class B Non-Voting Common Stock warrant was transferred from COR Capital Holding LLC , of which Mr. Sugarman is the managing member, to the Steven and Ainslie Sugarman Living Trust.

(3) Warrants to purchase 50,000 shares of the Issuer's Class B Non-Voting Common Stock became exercisable on October 1, 2011. An additional 130,000 shares will become exercisable on the first day of each of the next seven calendar quarterly periods beginning on January 1, 2012, subject to earlier vesting upon a change in control of the issuer or in the discretion of the issuer's board of directors. The warrant is exercisable with respect to each vesting tranche for five years after the tranche's vesting date.

(4) One-third of the rights vested immediately upon granting to Mr. Sugarman. The remaining rights will vest as follows: one-third on August 21, 2013 and the final one-third on August 21, 2014.

(5) Issued as consideration for services rendered to the Issuer.

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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