

BIRCHFIELD JOHN W
 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 *
BIRCHFIELD JOHN W

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

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

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

(Street)
 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)
Common Stock, \$0.01 par value	01/30/2013		A	(A) or (D) 1,873 (1)	\$ 0 487,496 (2)	D	
Common Stock, \$0.01 par value					51,673 (3)	I	As Co-Trustee for the James O. Birchfield 1995 Trust FBO Shane

Common Stock, \$0.01 par value	51,673 ⁽³⁾	I	O. Birchfield, 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	66,234 ⁽³⁾	I	As Trustee for the Shane O. Birchfield Trust
Common Stock, \$0.01 par value	43,893 ⁽³⁾	I	As Trustee for the Garrett W. Birchfield Trust
Common Stock, \$0.01 par value	180,981 ⁽³⁾	I	As Trustee for the John W. Birchfield Trust

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRCHFIELD JOHN W 3027 TOWNSGATE ROAD, SUITE 300 WESTLAKE VILLAGE, CA 91361	X			

Signatures

/s/ Romolo Santarosa,
Attorney-in-Fact
Date: 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 common stock granted on January 25, 2012 that will vest in one-third increments annually on each of January 25, 2013, 2014 and 2015, 3,045 shares of restricted common stock which vest in three equal installments on February 25, 2010, 2011 and 2012 and 3,969 shares of restricted Common Stock which vest in three equal annual installments on March 16, 2012, 2013 and 2014.
- (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.

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