

SANTAROSA ROMOLO
Form 4
May 31, 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 *
SANTAROSA ROMOLO

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)
05/31/2013

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

(Street)
WESTLAKE VILLAGE, CA 91361

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.01 par value | 05/31/2013 | | D | 176,755 | D 0.01 | 0 | D |

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy | \$ 11.73 | 05/31/2013 | | D | 8,952 | 03/01/2014 | 03/01/2014 | Common Stock | 8,952 |
| Option to Buy | \$ 9 | 05/31/2013 | | D | 20,000 | 06/06/2015 | 06/06/2015 | Common Stock | 20,000 |
| Option to Buy | \$ 6.75 | 05/31/2013 | | D | 2,000 | 06/18/2016 | 06/18/2016 | Common Stock | 2,000 |
| Option to Buy | \$ 4.93 | 05/31/2013 | | D | 2,939 | 02/25/2017 | 02/25/2017 | Common Stock | 2,939 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANTAROSA ROMOLO 3027 TOWNSGATE ROAD, SUITE 300 WESTLAKE VILLAGE, CA 91361 | | | See Remarks | |

Signatures

/s/ Romolo Santarosa,
Attorney-in-Fact

05/31/2013

**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).

- Each share has been converted into the right to receive 0.2966 shares of PacWest Bancorp ("PacWest") common stock as specified in the
- (1) Agreement and Plan of Merger, dated as of November 6, 2012, between PacWest and First California Financial Group, Inc. (the "Merger Agreement").
 - (2) Each outstanding option was cancelled and converted into the right to receive, subject to any required tax withholding, an amount of cash equal to the excess (if any) of \$8.00 over the exercise price as specified in the Merger Agreement.

Remarks:

SR. EVP, CHIEF OPERATING OFFICER

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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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