

FISH DONALD J
Form 4
May 16, 2005

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 *
FISH DONALD J

2. Issuer Name and Ticker or Trading Symbol
FIRST NORTHERN COMMUNITY BANCORP [FNRN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 547, 195 N. FIRST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SEVP/CFO

DIXON, CA 95620

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/11/2005		M ⁽¹⁾	36	A \$ 17.75	72	D
Common Stock	05/11/2005		M ⁽¹⁾	27,866	A \$ 17.75	55,732	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
Common Stock	\$ 4.77 ⁽²⁾	05/11/2005		M		7,990 <u>(2)</u>		<u>(4)</u>	03/06/2008	Common Stock	7,990
Common Stock	\$ 4.8 ⁽³⁾	05/11/2005		M		11,724 <u>(3)</u>		<u>(4)</u>	01/03/2010	Common Stock	11,724
Common Stock	\$ 6.35 ⁽⁵⁾	05/11/2005		M		9,628 <u>(5)</u>		<u>(4)</u>	01/02/2011	Common Stock	9,628
Common Stock	\$ 10.3 ⁽⁶⁾	05/11/2005		M		7,688 <u>(6)</u>		<u>(4)</u>	01/02/2012	Common Stock	7,688
Common Stock	\$ 9.87 ⁽⁷⁾	05/11/2005		M		7,504 <u>(7)</u>		<u>(9)</u>	01/02/2013	Common Stock	7,504
Common Stock	\$ 11.68 <u>(8)</u>	05/11/2005		M		13,478 <u>(8)</u>		<u>(9)</u>	01/20/2014	Common Stock	13,478

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISH DONALD J P.O. BOX 547 195 N. FIRST STREET DIXON, CA 95620			SEVP/CFO	

Signatures

Lynn Campbell, AVP/Corporate Secretary
w/POA 05/13/2005

__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) On May 11, 2005 the Common Stock of First Northern Community Bancorp Split 2 for 1, resulting in reporting person's shares in each account doubling.

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- (2) This option was previously reported as covering 3,955 shares at an exercise price of \$9.53 due to the May 11, 2005 2 for 1 stock split these amounts were adjusted.
- (3) This option was previously reported as covering 5,862 shares at an exercise price of \$9.59 due to the May 11, 2005 2 for 1 stock split these amounts were adjusted.
- (4) Stock Options Granted vest 20% upon their grant and 20% annually over 4 years.
- (5) This option was previously reported as covering 4,814 shares at an exercise price of \$12.70 due to the May 11, 2005 2 for 1 stock split these amounts were adjusted.
- (6) This option was previously reported as covering 3,844 shares at an exercise price of \$20.59 due to the May 11, 2005 2 for 1 stock split these amounts were adjusted.
- (7) This option was previously reported as covering 3,752 shares at an exercise price of \$19.74 due to the May 11, 2005 2 for 1 stock split these amounts were adjusted.
- (8) This option was previously reported as covering 6,739 shares at an exercise price of \$23.36 due to the May 11, 2005 2 for 1 stock split these amounts were adjusted.
- (9) Stock Options Granted vest 0% upon their grant and 25% annually over 4 years.

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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