

BIRCHFIELD JOHN W
Form 4
March 18, 2011

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)
03/16/2011

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)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value	03/16/2011		A	3,969 (1) A \$ 0	485,995 (2)	D	
Common Stock, \$0.01 par value					66,234 (3)	I	As Trustee for the Shane O. Birchfield Trust
Common Stock,					43,893 (3)	I	As Trustee for the

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\$0.01 par value							Garrett W. Birchfield Trust
Common Stock, \$0.01 par value		679,531 <u>(3)</u>	I				As Co-Trustee for the James O. Birchfield 1995 Trust
Common Stock, \$0.01 par value		47,281 <u>(3)</u>	I				See Footnote <u>(4)</u>
Common Stock, \$0.01 par value		47,281 <u>(3)</u>	I				See Footnote <u>(5)</u>
Common Stock, \$0.01 par value		47,281 <u>(3)</u>	I				As Co-Trustee for the James O. Birchfield 1995 Trust FBO Tenisha M. Fitzgerald
Common Stock, \$0.01 par value		47,281 <u>(3)</u>	I				As Co-Trustee for the James O. Birchfield 1995 Trust FBO Brian J. Aldridge

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Net Deriv
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Derivative Security		Securities		Code V	Date	Expiration	Title	Amount or Number of Shares	(Instr. 3 and 4)	Owned
		Acquired (A) or Disposed of (D)	(Instr. 3, 4, and 5)							

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

03/18/2011

__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 March 16, 2012, 2013 and 2014. Includes previously reported 3,045 shares of restricted stock granted on February 25, 2010 that vest in one-third increments annually on each of February 25, 2010, 2011 and 2012 and 1,765 shares of restricted stock granted on March 19, 2008 that vest in one-third increments annually on each of March 19, 2009, 2010 and 2011.
- (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.
- (4) As Co-Trustee for the James O. Birchfield 1995 Trust FBO Shane O. Birchfield.
- (5) As Co-Trustee for the James O. Birchfield 1995 Trust FBO Garrett W. Birchfield.

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.