

Herrin Richard
Form 5
February 12, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Herrin Richard
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FIRST PACTRUST BANCORP INC
[BANC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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)
CHIEF ADMINISTRATIVE OFFICER

6. Individual or Joint/Group Reporting
(check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

C/O FIRST PACTRUST BANCORP INC., 18500 VON KARMAN AVE, SUITE 1100
(Street) IRVINE, CA 92612
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 01/03/2012 | Â | J ⁽¹⁾ | 41.708 A \$ 9.94 | 11,801.246 (2) | D | Â |
| Common Stock | 04/02/2012 | Â | J ⁽³⁾ | 66.3754 A \$ 11.56 | 11,801.246 (2) | D | Â |
| Common Stock | 07/01/2012 | Â | J ⁽²⁾ | 67.3701 A \$ 11.8 | 11,801.246 (2) | D | Â |
| | 07/26/2012 | Â | J ⁽⁴⁾ | 11.6072 A | | D | Â |

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| | | | | | | | | |
|--------------|------------|---|------------------|----------|---|----------------------|---|---|
| Common Stock | | | | | | \$ 11,801.246 | | |
| | | | | | | 11.05 ⁽²⁾ | | |
| Common Stock | 12/31/2012 | Â | J ⁽³⁾ | 126.5644 | A | \$ 11,801.246 | D | Â |
| | | | | | | 11.91 ⁽²⁾ | | |

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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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Purchase) | \$ 11.6 | Â | Â | Â | Â (A) (D) | Â ⁽⁵⁾ 11/17/2020 | Common Stock | 65,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Herrin Richard C/O FIRST PACTRUST BANCORP INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612 | Â | Â | Â CHIEF ADMINISTRATIVE OFFICER | Â |

Signatures

/s/ Richard Herrin 02/12/2013

**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) Shares were acquired pursuant to the Registrant's 2011 Dividend Reinvestment Plan at a 3% discount to the closing price of the Registrant's Common Stock, as reported on Nasdaq, on the date of issuance.
- (2) Represents the total amount of securities beneficially owned by the Reporting Person as of December 31, 2012.
- (3) Shares were acquired pursuant to the Registrant's 2012 Dividend Reinvestment Plan at a 3% discount to the closing price of the Registrant's Common Stock, as reported on Nasdaq, on the date of issuance.
- (4) Shares were acquired pursuant to the Registrant's 2012 Dividend Reinvestment Plan (the "Plan") to correct excessive tax withholdings deducted for shares previously issued under the Plan.
- (5) 43,334 shares are currently exercisable, with the remaining shares becoming exercisable on November 17, 2013.
- (6) Represents derivative securities held as of December 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.