

ALDRIDGE RICHARD D
Form 4
March 18, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ALDRIDGE RICHARD D

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2011

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

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 | 408,533 (2) | D | |
| Common Stock, \$0.01 par value | | | | | 14,604 | I | By Spouse |
| Common Stock, \$0.01 par value | | | | | 52,469 | I | By Spouse, as Trustee of the Brian I. |

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| | | | |
|--------------------------------|------------------------|---|--|
| value | | | Aldridge Trust |
| Common Stock, \$0.01 par value | 70,180 | I | By Spouse, as Trustee of the Tenisha M. Aldridge Trust |
| Common Stock, \$0.01 par value | 679,531 ⁽³⁾ | I | As Co-Trustee for the James O. Birchfield 1995 Trust |
| Common Stock, \$0.01 par value | 47,281 ⁽³⁾ | I | See Footnote. ⁽⁴⁾ |
| Common Stock, \$0.01 par value | 47,281 ⁽³⁾ | I | See Footnote. ⁽⁵⁾ |
| Common Stock, \$0.01 par value | 47,281 ⁽³⁾ | I | As Co-Trustee for the James O. Birchfield 1995 Trust FBO Tenisha M. Fitzgerald |
| Common Stock, \$0.01 par value | 47,281 ⁽³⁾ | 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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALDRIDGE RICHARD D
 3027 TOWNSGATE ROAD, SUITE 300 X
 WESTLAKE VILLAGE, CA 91361

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.