

FIRST NORTHERN COMMUNITY BANCORP
 Form 4
 May 22, 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 *
WALKER LOUISE A

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)
195 NORTH FIRST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2013

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

DIXON, CA 95620
 (City) (State) (Zip)

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

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) Code V Amount (D) Price			
Common Stock	05/20/2013		G	26 <u>(1)</u> D \$ 5.9	146,570	D	
Common Stock	05/20/2013		G	36 <u>(1)</u> D \$ 5.9	146,570	D	
Common Stock	05/20/2013		G	953 <u>(1)</u> D \$ 5.9	146,570	D	
Common Stock	05/20/2013		G	1,518 <u>(2)</u> D \$ 5.9	146,570	D	
Common Stock	05/20/2013		G	110 <u>(3)</u> D \$ 5.9	146,570	D	

Common Stock	05/20/2013	P	357 ⁽⁴⁾	D	\$ 5.9	146,570	I	Purchased as a gift for adult son and nephew.
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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 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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER LOUISE A 195 NORTH FIRST STREET DIXON, CA 95620			SEVP/CFO	

Signatures

Devon Camara-Soucy, AVP/Corporate Secretary
Date: 05/22/2013

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) These shares were a gift to Ms. Walker's adult son and adult nephew.

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- (2) These shares were a gift to Ms. Walker's adult son from his minor account, which she was Custodian of.
- (3) These shares were a gift to Ms. Walker's adult nephew from his minor account, which she was Custodian of.
- (4) These shares were purchased by Ms. Walker and given as gifts to her adult son and adult nephew. Ms. Walker never took ownership of the shares.

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.