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FIRST NORTHERN COMMUNITY BANCORP

Form 4

February 16, 2005

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

(Print or Type Responses)

| 1. Name and A WALKER I | 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) P.O. BOX 5 STREET | (First) 547, 195 N. FIRS | (Middle) | 3. Date of (Month/D 02/16/20 | | _ | | | Director 10% Owner String Officer (give title Other (specify below) below) SVP/Branch Administator | | | | |
| | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 | | | | | | | | | lly Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Year) | | | Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | | | 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) | | | |
| Common Stock | 02/16/2005 | | | Code V $J_{\underline{(1)}}$ | 7 | Amount 11,116 | (D) | Price \$ 33.1 | (Instr. 3 and 4) 1,294 | D | | |
| Common Stock | 02/16/2005 | | | <u>J(1)</u> | | 11,116 | A | \$ 33.1 | 11,116 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|--------------------------------|-------------|---------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date Expir Exercisable Date | Expiration | Title | or Number | | |
| | | | | | | | Date | 11110 | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

WALKER ROBERT M P.O. BOX 547 195 N. FIRST STREET **DIXON, CA 95620**

SVP/Branch Administator

Signatures

Lynn Campbell, AVP/Corporate Secretary w/POA

02/16/2005

**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) Shares moved into Living Trust and held in Street Name with Raymond James Financial Services. No shares were sold, just moved. 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.

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