

First California Financial Group, Inc.
 Form 4
 May 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
SCHACK WILLIAM A

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)
02/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CCO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	02/25/2013		F		157 ⁽¹⁾	D	\$ 7.93
Common Stock, \$0.01 par value	05/28/2013		M		4,000 ⁽²⁾	A	\$ 6.75
Common Stock, \$0.01 par value	05/28/2013		M		3,000 ⁽³⁾	A	\$ 7.35

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value							
Common Stock, \$0.01 par value	05/28/2013	M	<u>6,784</u> (4)	A	\$ 4.93	114,836	D
Common Stock, \$0.01 par value	05/28/2013	S	2	D	\$ 8.54	114,834	D
Common Stock, \$0.01 par value	05/28/2013	S	982	D	\$ 8.52	113,852	D
Common Stock, \$0.01 par value	05/28/2013	S	300	D	\$ 8.53	113,552	D
Common Stock, \$0.01 par value	05/28/2013	S	3,014	D	\$ 8.5	110,538	D
Common Stock, \$0.01 par value	05/28/2013	S	1,737	D	\$ 8.49	108,801	D
Common Stock, \$0.01 par value	05/28/2013	S	2,063	D	\$ 8.48	106,738	D
Common Stock, \$0.01 par value	05/28/2013	S	1,800	D	\$ 8.47	104,938	D
Common Stock, \$0.01 par value	05/28/2013	S	1,400	D	\$ 8.46	103,538	D
Common Stock, \$0.01 par value	05/28/2013	S	200	D	\$ 8.45	103,338	D
Common Stock, \$0.01 par value	05/28/2013	S	100	D	\$ 8.4714	103,238	D

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Common Stock, \$0.01 par value	05/28/2013	S	100	D	\$ 8.4845	103,138	D
Common Stock, \$0.01 par value	05/28/2013	S	100	D	\$ 8.4921	103,038	D
Common Stock, \$0.01 par value	05/28/2013	S	1,986	D	\$ 8.51	101,052 ⁽⁵⁾	D

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

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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 Beneficially Owned (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
SCHACK WILLIAM A 3027 TOWNSGATE ROAD SUITE 300 WESTLAKE VILLAGE, CA 91361			EVP, CCO	

Signatures

/s/ Romolo Santarosa,
Attorney-in-Fact

05/28/2013

__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) 157 shares of common stock were surrendered to settle withholding tax on restricted stock that vested on February 25, 2013.
- (2) 4,000 stock options were exercised pursuant to a grant of stock options on June 18, 2006.
- (3) 3,000 stock options were exercised pursuant to a grant of stock options on June 12, 2009.
- (4) 6,784 stock options were exercised pursuant to a grant of stock options on February 25, 2009.

Includes 40,000 shares of restricted stock which are part of an award of 120,000 restricted shares of common stock on July 20, 2011.

- (5) 40,000 shares vested on March 20, 2012, 40,000 shares vested on March 20, 2013 and 40,000 shares will vest on March 20, 2014. The closing price per share of the issuer's stock as of the date of the award was \$3.75 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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