

BIRCHFIELD JOHN W
 Form 4
 March 04, 2009

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 *
BIRCHFIELD JOHN W

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)

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

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

3027 TOWNSGATE ROAD, SUITE 300

02/25/2009

(Street)

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

WESTLAKE VILLAGE, CA 91361

(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)
Common Stock	02/25/2009		A	V 3,045 (1)	\$ 0 482,026 (2)	D	
Common Stock					66,234 (3)	I	As Trustee for the Shane O. Birchfield Trust
Common Stock					43,893 (3)	I	As Trustee for the Garrett W. Birchfield

Common Stock		679,531 ⁽³⁾	I	Trust As Co-Trustee for the James O. Birchfield 1995 Trust
Common Stock		47,281 ⁽³⁾	I	see Footnote <u>(4)</u>
Common Stock		47,281 ⁽³⁾	I	see Footnote <u>(5)</u>
Common Stock		47,281 ⁽³⁾	I	As Co-Trustee for the James O. Birchfield 1995 Trust FBO Tenisha M. Fitzgerald
Common Stock		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.

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SEC 1474
(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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRCHFIELD JOHN W 3027 TOWNSGATE ROAD, SUITE 300 WESTLAKE VILLAGE, CA 91361		X		

Signatures

/s/ Romolo Santarosa, Attorney-in-Fact	02/27/2009
**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 February 25, 2010, 2011 and 2012.
- (2) Includes previously reported 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.