

Anderson Gaylin
Form 5
February 12, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Anderson Gaylin

2. Issuer Name and Ticker or Trading Symbol
FIRST PACTRUST BANCORP INC
[BANC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
EVP - RETAIL BANKING

C/O FIRST PACTRUST BANCORP INC., 18500 VON KARMAN AVE, SUITE 1100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

IRVINE, CA 92612

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 01/03/2012 | Â | J ⁽¹⁾ | 49.6585 A \$ 9.94 | 12,823.5069 (2) | D | Â |
| Common Stock | 04/02/2012 | Â | J ⁽³⁾ | 77.6949 A \$ 11.56 | 12,823.5069 (2) | D | Â |
| Common Stock | 07/01/2012 | Â | J ⁽³⁾ | 78.8608 A \$ 11.8 | 12,823.5069 (2) | D | Â |
| | 07/26/2012 | Â | J ⁽⁴⁾ | 13.6437 A | | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------------------|----------|---|----------------------|---|---|--|
| Common Stock | | | | | | \$ 12,823.5069 | | | |
| | | | | | | 11.05 ⁽²⁾ | | | |
| Common Stock | 12/31/2012 | Â | J ⁽³⁾ | 137.8448 | A | \$ 12,823.5069 | D | Â | |
| | | | | | | 11.91 ⁽²⁾ | | | |

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 2270 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Purchase) | \$ 11.36 | Â | Â | Â | Â (A) Â (D) | Â ⁽⁵⁾ 11/23/2020 | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Gaylin C/O FIRST PACTRUST BANCORP INC. 18500 VON KARMAN AVE, SUITE 1100 IRVINE, CA 92612 | Â | Â | Â EVP - RETAIL BANKING | Â |

Signatures

/s/ Richard Herrin, 02/12/2013
Attorney-in-Fact

**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).

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- (1) Shares were acquired pursuant to the Registrant's Dividend 2011 Reinvestment Plan at a 3% discount to the closing price of the Registrant's Common Stock, as reported on Nasdaq, on the date of issuance.
- (2) Represents the total amount of securities beneficially owned by the Reporting Person as of December 31, 2012.
- (3) Shares were acquired pursuant to the Registrant's Dividend 2012 Reinvestment Plan at a 3% discount to the closing price of the Registrant's Common Stock, as reported on Nasdaq, on the date of issuance.
- (4) Shares were acquired pursuant to the Registrant's 2012 Dividend Reinvestment Plan (the "Plan") to correct excessive tax withholdings deducted for shares previously issued under the Plan.
- (5) 40,000 shares are currently exercisable, with the remaining shares becoming exercisable on November 23, 2013.
- (6) Represents derivative securities held as of December 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.