

GOODWIN LISA R
Form 4
April 25, 2008

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 *
GOODWIN LISA R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

610 BAY BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP - Information Systems

CHULA VISTA, CA 91910

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	04/24/2008		F	256 D \$ 16.55	15,477	D	
Common Stock	04/24/2008		F	855 D \$ 16.22	14,622	D	
Common Stock					10,461	I	401(k) ESOP

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

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number.

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 or Value of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Purchase)	\$ 17.19					(1) 04/24/2013	Common Stock	22,000
Employee Stock Option (Right to Purchase)	\$ 20.29					(2) 04/21/2014	Common Stock	3,000
Employee Stock Option (Right to Purchase)	\$ 26.45					(3) 01/25/2015	Common Stock	2,000
Employee Stock Option (Right to Purchase)	\$ 17					(4) 01/22/2018	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
GOODWIN LISA R 610 BAY BOULEVARD CHULA VISTA, CA 91910	Director 10% Owner Officer Sr. VP - Information Systems

Signatures

/s/ James P. Sheehy, power of
attorney

04/25/2008

__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) The option vests in five equal annual installments beginning on April 24, 2004.
- (2) The option vests in five equal annual installments beginning on April 21, 2005.
- (3) The option vests in five equal annual installments beginning on January 25, 2006.
- (4) The option vests in five equal annual installments beginning on January 22, 2009.

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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