

GOODWIN LISA R

Form 4

April 25, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP - Information Systems

CHULA VISTA, CA 91910

(City) (State) (Zip)

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

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)
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.

**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**

SEC 1474
(9-02)

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. Pri Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Purchase)	\$ 17.19					<u>(1)</u>	04/24/2013	Common Stock	22,000	
Employee Stock Option (Right to Purchase)	\$ 20.29					<u>(2)</u>	04/21/2014	Common Stock	3,000	
Employee Stock Option (Right to Purchase)	\$ 26.45					<u>(3)</u>	01/25/2015	Common Stock	2,000	
Employee Stock Option (Right to Purchase)	\$ 17					<u>(4)</u>	01/22/2018	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOODWIN LISA R 610 BAY BOULEVARD CHULA VISTA, CA 91910	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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