

First California Financial Group, Inc.

Form 3

March 22, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

POHLAD JAMES O

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/12/2007

3. Issuer Name and Ticker or Trading Symbol

First California Financial Group, Inc. [FCAL]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

60 S SIXTH ST, #3800

(Street)

MINNEAPOLIS, MN 55402

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

841,779 <sup>(1)</sup> <sup>(2)</sup>

D

A

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

# Edgar Filing: First California Financial Group, Inc. - Form 3

				Shares		(I)	
						(Instr. 5)	
Series A Convertible							
Perpetual Preferred Stock	Â (6)	Â (5)	Common	334	\$ (4)	D	Â
(3)			Stock				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POHLAD JAMES O				
60 S SIXTH ST	Â	Â X	Â	Â
#3800				
MINNEAPOLIS, MN 55402				

## Signatures

Jay L. Kim, Attorney-in-Fact for James O. Pohlada	03/22/2007
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 reporting person is a party to a Securities Purchase and Option Agreement dated December 15, 2006 by and among David Brown, James O. Pohlada, Robert C. Pohlada and William M. Pohlada ("Brown Agreement") by which the reporting person is required to purchase certain shares as more fully described therein. A copy of the Brown Agreement can be found as an exhibit to the reporting person's Schedule 13D, as amended.
- (2) The reporting person is a party to a Securities Purchase and Option Agreement dated December 19, 2005 by and among Scott A. Montgomery, James O. Pohlada, Robert C. Pohlada and William M. Pohlada ("Montgomery Agreement") by which the reporting person is required to purchase certain shares of common stock as more fully described therein. A copy of the Montgomery Agreement can be found as an exhibit to the reporting person's Schedule 13D, as amended.
- (3) Each share of the Series A Convertible Perpetual Preferred Stock results from a conversion of equal shares of National Mercantile Bancorp Series B Convertible Perpetual Preferred Stock pursuant to a merger agreement between National Mercantile Bancorp and FCB Bancorp, dated June 15, 2006.
- (4) The Series A Convertible Perpetual Preferred Stock is convertible into such number of shares of common stock of the Company as is equal to the liquidation amount divided by the conversion price as was set for the Series B Convertible Perpetual Preferred Stock prior to the merger.
- (5) No date.
- (6) Exercisable immediately

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.