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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement First California Financial Group, Inc. [FCAL] POHLAD WILLIAM M (Month/Day/Year) 03/12/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **60 SOUTH SIXTH STREET** (Check all applicable) #3800 (Street) 6. Individual or Joint/Group \_X\_\_ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person MINNEAPOLIS, MNÂ 55402 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) 841,777 (1) (2) Â Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Perpetual Preferred Stock	(6)	(5)	Common Stock	333	\$ <u>(4)</u>	D	Â

#### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

POHLAD WILLIAM M

60 SOUTH SIXTH STREET #3800 Â Â X Â

MINNEAPOLIS, MNÂ 55402

#### **Signatures**

Jay L. Kim, Attorney-in-Fact for William M. Pohlad

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).
- The reporting person is a party to a Securities Purchase and Option Agreement dated December 15, 2006 by and among David Brown,
  James O. Pohlad, Robert C. Pohlad and William M. Pohlad ("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.
- 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. Pohlad, Robert C. Pohlad, and William M. Pohlad ("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.
- Each share of the Series A Convertible Perpetual Preferred Stock results from a conversion of equal shares of National Mercantile

  (3) Rancorn Series B Convertible Perpetual Preferred Stock pursuant to a merger agreement between National Mercantile Bancorn and
- (3) 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 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.

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