

WALKER LOUISE A
Form 4
February 14, 2018

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 *
WALKER LOUISE A

2. Issuer Name and Ticker or Trading Symbol
FIRST NORTHERN COMMUNITY BANCORP [FNRN]

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

(Last) (First) (Middle)
195 NORTH FIRST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO/President

DIXON, CA 95620
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 02/13/2018 | | F/K | | 5,360 D \$ 13.55 | D | |
| Common Stock | 02/13/2018 | | M/K ⁽¹⁾ | | 3,449 A \$ 12.38 | D | |
| Common Stock | 02/13/2018 | | M/K ⁽²⁾ | | 1,147 A \$ 12.38 | D | |
| Common Stock | 02/13/2018 | | M/K ⁽³⁾ | | 4,111 A \$ 3.77 | D | |
| Common Stock | 02/13/2018 | | M/K ⁽⁴⁾ | | 62 A \$ 3.77 | D | |

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

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(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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Purchase) | \$ 12.38 | 02/13/2018 | | M ⁽¹⁾ | 3,449 | 02/15/2012 ⁽⁵⁾ | 02/15/2018 | Common Stock | 3,449 |
| Employee Stock Option (Right to Purchase) | \$ 12.38 | 02/13/2018 | | M ⁽²⁾ | 1,147 | 02/15/2009 | 02/15/2018 | Common Stock | 1,147 |
| Employee Stock Option (Right to Purchase) | \$ 3.77 | 02/13/2018 | | M ⁽³⁾ | 4,111 | 03/17/2013 ⁽⁵⁾ | 03/17/2019 | Common Stock | 4,111 |
| Employee Stock Option (Right to Purchase) | \$ 3.77 | 02/13/2018 | | M ⁽⁴⁾ | 62 | 03/17/2010 | 03/17/2019 | Common Stock | 62 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

WALKER LOUISE A
195 NORTH FIRST STREET
DIXON, CA 95620

CEO/President

Signatures

Devon Camara-Soucy, VP/Corporate
Secretary

02/14/2018

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) Swapped 3,151 aged shares at \$13.55 for 3,449 Option shares at \$12.38 to gain a total of 298 shares.
- (2) Swapped 1,048 aged shares at \$13.55 for 1,147 Option shares at \$12.38 to gain a total of 99 shares.
- (3) Swapped 1,144 aged shares at \$13.55 for 4,111 Option shares at \$3.77 to gain a total of 2,967 shares.
- (4) Swapped 17 aged shares at \$13.55 for 62 Option shares at \$3.77 to gain a total of 45 shares.
- (5) Stock Options Granted vest 0% upon their grant and 25% annually over 4 years.

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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