

WALKER ROBERT M
Form 4
January 10, 2003

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

OMB APPROVAL

FORM 4

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

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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

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|--|--|--|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol First Northern Community Bancorp -- FNRN | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| Walker, Robert M. | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 549-80-0061 | | | 4. Statement for Month/Day/Year 01/10/03 | | | <input type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) | | |
| (Last) (First) (Middle) 195 N. First Street P.O. Box 547 | | | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | |
| (Street) Dixon, CA 95620 | | | (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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|--|--|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Capital | 01/10/03 | | J ⁽¹⁾ | | 42 | D | \$24.00 | 34,215 | I | One of three Trustees of FNB Profit Sharing Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|--|
| | | | | | | | | | | | |

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| | | Year) | Disposed of (D) | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | | |
|--|---------|----------|-----------------|------------------|------|---|-------|-----|-------------------|------------------|----------|----------------------------|---------------------------|---------------------------------------|---|-----------------|
| | | | (A) | (D) | | | | | | | | | | | | |
| Common Capital (Stock Option w/right to purchase | \$23.50 | 01/08/03 | 01/08/03 | A ⁽²⁾ | V | | 5,000 | | 01/08/03 | 01/08/13 | ISO (CC) | 5,000 | | 5,000 | D | J/T with Spouse |

Explanation of Responses:

(1) One of three Trustees of First Northern Bank of Dixon Profit Sharing Plan. The disposed of shares were given to employees as "Employee Recognition Stock".

(2) Stock options that vest 20% upon their grant and 20% annually over 4 years. The exercise price of stock options is the fair market value on date of grant.

By: /s/ Lynn Campbell
AVP/Corporate Secretary w/POA

01/10/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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