

FIRST NORTHERN COMMUNITY BANCORP
 Form 4
 March 27, 2015

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 *
 Day Patrick S

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)
 03/25/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/Chief Credit Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/25/2015 | | M ⁽¹⁾ | 3,309 A \$ 4.07 | 19,816 | D | |
| Common Stock | 03/25/2015 | | M ⁽¹⁾ | 5,517 A \$ 3.85 | 25,333 | D | |
| Common Stock | 03/25/2015 | | M ⁽¹⁾ | 5,517 A \$ 4.3 | 30,850 | D | |
| Common Stock | 03/25/2015 | | M ⁽¹⁾ | 2,205 A \$ 4.57 | 33,055 | D | |

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to purchase) | \$ 4.07 | 03/25/2015 | | M | 3,309 | <u>(1)</u> 04/01/2015 | Common Stock | 3,309 |
| Employee Stock Option (right to purchase) | \$ 3.85 | 03/25/2015 | | M | 5,517 | <u>(1)</u> 04/01/2015 | Common Stock | 5,517 |
| Employee Stock Option (right to purchase) | \$ 4.3 | 03/25/2015 | | M | 5,517 | <u>(1)</u> 04/01/2015 | Common Stock | 5,517 |
| Employee Stock Option (right to purchase) | \$ 4.57 | 03/25/2015 | | M | 2,205 | <u>(1)</u> 04/01/2015 | Common Stock | 2,205 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Day Patrick S 195 NORTH FIRST STREET | | | EVP/Chief Credit Officer | |

DIXON, CA 95620

Signatures

Devon Camara-Soucy, AVP/Corporate
Secretary

03/27/2015

__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) Stock Options Granted Vest 20% upon their grant and 20% 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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