

FIRST NORTHERN COMMUNITY BANCORP

Form 4

May 25, 2005

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 *
ONSUM OWEN J

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)
P.O. BOX 547, 195 N. FIRST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2005

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

DIXON, CA 95620

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

(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 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	Price	
Common Stock	05/24/2005		J ⁽²⁾		7,117	\$ 21.65	D
Common Stock	05/24/2005		M ⁽²⁾		15,612	\$ 9.87	D
Common Stock	05/24/2005		J ⁽³⁾		1,470	\$ 21.65	D
Common Stock	05/24/2005		M ⁽³⁾		5,012	\$ 6.35	D
Common Stock	05/24/2005		G ⁽⁴⁾		250	\$ 21.65	D

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Common Stock 05/24/2005 G⁽⁵⁾ 250 D \$ 21.65 65,787 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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.87	05/24/2005		M ⁽²⁾		15,612		<u>(1)</u>	01/08/2013	Common Stock	15,612
Employee Stock Option (right to buy)	\$ 6.35	05/24/2005		M ⁽³⁾		5,012		<u>(1)</u>	01/02/2011	Common Stock	5,012

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONSUM OWEN J P.O. BOX 547 195 N. FIRST STREET DIXON, CA 95620	X		CEF/President	

Signatures

Lynn Campbell, AVP/Corporate Secretary w/POA 05/25/2005

__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.
- (2) Swapped 7,117 shares @\$21.65 for 15,612 Option shares @\$9.87 to gain a total of 8,495.
- (3) Swapped 1,470 shares @\$21.65 for 5,012 Option shares @\$6.35 to gain a total of 3,542.
- (4) Donation to the Dixon Community Church @\$21.65 from Joint Tenant Account.
- (5) Donation to the Sutter Davis Hospital Foundation @\$21.65 from Joint Tenant Account.

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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