

PFF BANCORP INC
Form SC 13G
February 03, 2005
**UNITED STATES
SECURITIES
AND
EXCHANGE
COMMISSION**
**Washington, D.C.
20549**

SCHEDULE 13G

Under the
Securities
Exchange Act of
1934
(Amendment No.
____)*

PFF Bancorp, Inc.
(Name of Issuer)

Common Stock
par value \$.01 per
share
(Title of Class of
Securities)

69331W-10-4
(CUSIP Number)

December 31,
2004
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box to
designate the rule
pursuant to which
this Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 69331W-10-4

1 NAME OF REPORTING PERSON

 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 PFF BANK AND TRUST EMPLOYEE STOCK OWNERSHIP PLAN

IRS ID. NO. 95-4561623

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Federally chartered stock savings institution's employee stock ownership plan organized in California

NUMBER OF SHARES	5	SOLE VOTING POWER 51,316
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 1,678,910
EACH REPORTING	7	SOLE DISPOSITIVE POWER 1,730,226
PERSON WITH	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,730,226

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.19%

12 TYPE OF REPORTING PERSON
EP

Item 1. (a) Name of Issuer:
PFF Bancorp, Inc.

Item 1. (b) Address of Issuer's Principal Executive Offices:
350 South Garey Avenue
Pomona, California 91766

Item 2. (a) Name of Person Filing:
PFF Bank and Trust Employee Stock Ownership Plan
Trustee: The Mechanics Bank
3170 Hilltop Mall Road
Richmond, CA 94806-0047

Item 2. (b) Address of Principal Business Offices:
350 South Garey Avenue
Pomona, California 91766

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- Item 2. (c) Citizenship:
Federally chartered stock savings institution's employee stock ownership plan organized in California
- Item 2. (d) Title of Class of Securities: Common Stock par value \$.01 per share
- Item 2. (e) CUSIP Number: 69331W-10-4
- Item 3. Type of Person:
An employee benefit plan in accordance with Section 240.13d-1(b)(1)(ii)(F)
- Item 4. (a) Amount beneficially owned: 1,730,226
- Item 4. (b) Percent of class: 10.19%

Item 4. (c) Number of shares as to which the person has:

- | | |
|-------|--|
| (i) | Sole power to vote or to direct the vote: 51,316 |
| (ii) | Shared power to vote or to direct the vote: 1,678,910 |
| (iii) | Sole power to dispose or to direct the disposition of: 1,730,226 |
| (iv) | Shared power to dispose or to direct the disposition of: -0- |

Item 5. Ownership of Five Percent or Less of a Class
N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person
N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
N/A

Item 8. Identification and Classification of Members of the Group
N/A

Item 9. Notice of Dissolution of Group
N/A

Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 3, 2005

(Date)

/s/ Gregory C. Talbott

(Signature)

Executive Vice President and Chief Financial Officer

(Title)