

FIRST COMMUNITY BANCORP /CA/
Form DEF 14A
April 11, 2007
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x
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Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

FIRST COMMUNITY BANCORP
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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FIRST COMMUNITY BANCORP

401 West A Street
San Diego, CA 92101

NOTICE OF 2007 ANNUAL MEETING OF SHAREHOLDERS

To be Held on May 16, 2007

The 2007 Annual Meeting of Shareholders (the Meeting) of First Community Bancorp (the Company) will be held on **Wednesday, May 16, 2007 at 10:00 a.m. Pacific Time at The Inn, 5951 Linea del Cielo, Rancho Santa Fe, California 92067**, for the following purposes:

1. To elect thirteen (13) members of the Board of Directors who shall hold office until the next annual meeting of shareholders and until their successors are duly elected and qualified.
2. To approve the material terms of First Community's 2007 Executive Incentive Plan to ensure the Company can deduct payments made pursuant thereto as compensation expense under Section 162(m) of the Internal Revenue Code.
3. To consider and act upon such other business and matters or proposals as may properly come before the Meeting or any postponements or adjournments thereof.

The Board of Directors has fixed the close of business on April 2, 2007 as the Record Date for determining which shareholders have the right to receive notice of and to vote at the Meeting or any postponements or adjournments thereof.

You are cordially invited to attend the Meeting. A Proxy Statement, form of proxy, and a copy of the Company's Annual Report for the fiscal year ended December 31, 2006 accompany this notice.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE MARK, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT AS MANY SHARES AS POSSIBLE MAY BE REPRESENTED AT THE MEETING. Your vote is important and we appreciate your cooperation in returning promptly your executed proxy card. Your proxy is revocable and will not affect your right to vote in person at the Meeting.

If you plan to attend, please note that admission to the Meeting will be on a first-come, first-served basis. Each shareholder may be asked to present valid picture identification, such as a driver's license or passport. Shareholders holding stock in brokerage accounts (street name holders) will need to bring a picture i.d. and a copy of a brokerage account statement reflecting stock ownership as of the Record Date. Cameras, recording devices and other electronic devices will not be permitted at the Meeting.

By Order of the Board of Directors,
/s/ JARED M. WOLFF
Jared M. Wolff, *Corporate Secretary*

San Diego, California
April 12, 2007

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FIRST COMMUNITY BANCORP

PROXY STATEMENT FOR THE 2007 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 16, 2007

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board of Directors or the Board) of First Community Bancorp, a California corporation (the Company, we or our), to be used at our 2007 Annual Meeting of Shareholders (the Meeting) and at any postponements or adjournments thereof. The Meeting is scheduled to be held as follows:

Date: Wednesday, May 16, 2007
Time: 10:00 a.m., Pacific time
Place: The Inn
5951 Linea del Cielo
Rancho Santa Fe, California 92067

This Proxy Statement and the accompanying form of proxy are first being sent to shareholders on or about April 12, 2007.

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

1. *What is being voted on at the Meeting?*

The matters to be considered and voted upon at the Meeting are as follows:

- Election of Directors.** To elect thirteen (13) members of the Board of Directors who shall hold office until the next annual meeting of shareholders and until their successors are duly elected and qualified.
- Approval of 2007 Executive Incentive Plan.** To approve the material terms of the Company's 2007 Executive Incentive Plan (the EIC Plan) to ensure the Company can deduct payments made pursuant thereto as compensation expense under Section 162(m) of the Internal Revenue Code.
- Other Business.** To consider and act upon such other business as may properly come before the Meeting or any postponements or adjournments thereof.

2. Who is entitled to vote? How many votes am I entitled to?

Only shareholders of record as of April 2, 2007 (the Record Date) may vote at the Meeting. According to U.S. Stock Transfer Corporation, our transfer agent, there were 28,832,985 shares of common stock outstanding, excluding 898,147 shares of unvested time-based and performance-based restricted stock, held by approximately 2,499 shareholders as of the Record Date.

Each holder of the Company's common stock is entitled to one vote for each share recorded in their name on the books of the Company as of the Record Date on any matter submitted to the shareholders for a vote, except that shareholders may vote their shares cumulatively for the election of directors if certain conditions are met at the Meeting. Cumulative voting provides each shareholder with a number of votes equal to the number of directors to be elected multiplied by the number of shares held by such shareholder, which such shareholder can then vote in favor of one or more nominees. For example, if you held 100 shares as of the Record Date, you would be entitled to 1,300 votes which you could then distribute among one or more nominees since there are thirteen (13) directors to be elected. Cumulative voting may only be exercised at the Meeting if (i) the name of the candidate or candidates for whom such votes would be cast has been placed in nomination prior to the voting; and (ii) at least one shareholder has given notice at the Meeting prior to the voting of such shareholder's intention to cumulate his/her votes.

3. What is the vote necessary to approve each of the matters being considered at the Meeting?

The election of directors requires a plurality of the votes cast for the election of directors. Accordingly, the thirteen (13) directorships to be filled at the Meeting will be filled by the nominees receiving the highest number of votes. In the election of directors, votes may be cast in favor or withheld with respect to any or all nominees. Votes that are withheld will be excluded entirely from the vote and will have no effect on the outcome of the vote.

The affirmative vote of the holders of a majority of the outstanding shares of common stock represented and voting at the Meeting (which shares voting affirmatively also constitute at least a majority of the required quorum) is required to approve the material terms of the EIC Plan.

The affirmative vote of the holders of a majority of the outstanding shares of common stock, represented and voting at the Meeting (which shares voting affirmatively also constitute at least a majority of the required quorum), is required to approve any other matters properly brought before the Meeting.

With respect to each matter to be acted upon, an abstention from voting will be treated as present for quorum purposes. However, since an abstention is not treated as a vote for or against the matter, it will not have any impact on the vote.

4. If I hold shares of First Community common stock pursuant to the First Community 401(k) Plan, will I be able to vote?

Yes. You will receive a proxy card for the shares allocated to your 401(k) plan account, which you should return as indicated on the instructions accompanying the proxy card.

5. How does the Board of Directors recommend I vote?

The Board of Directors recommends a vote FOR each of the nominees for director and FOR approval of the material terms of the EIC Plan.

6. How many shares must be represented at the Meeting to constitute a quorum ?

A majority of the outstanding shares must be present at the Meeting, either in person or by proxy, to constitute a quorum. There must be a quorum for the Meeting to be held. If you return a signed proxy card, you will be counted as being present, even if you abstain from voting. Broker non-votes (i.e., proxies from banks, brokers or other nominees indicating that such persons have not received instructions from

the beneficial owners or other persons entitled to vote as to a matter which such bank, broker or other nominee does not have discretionary power to vote) will also be counted as being present for purposes of determining a quorum.

7. What do I have to do to vote?

Holders of record If you are a holder of record (that is, if your shares are registered in your own name with our transfer agent), you may vote by marking, signing and dating the enclosed proxy card and returning it in the enclosed postage-paid envelope. If you mark the proxy card to show how you wish to vote, your shares will be voted as you direct. If you return a signed proxy card but do not mark the proxy card to show how you wish to vote, your shares will be voted FOR each of the Board of Directors nominees for election as directors, FOR approval of the material terms of the EIC Plan and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Meeting. You may change or revoke your vote at any time before it is counted at the Meeting by:

- Notifying our Secretary at the address shown above in writing that you wish to revoke your proxy;
- Submitting a later dated proxy card; or
- Attending the Meeting and voting in person.

Attending the Meeting will not automatically revoke your prior proxy. You must comply with one of the methods indicated above in order to revoke your proxy.

Street name holders If you hold your shares in street name (that is, through a bank, broker or other nominee), you should receive a proxy from your bank or brokerage firm asking you how you want to vote your shares. If you do not, you may contact such bank or brokerage firm in whose name your shares are registered and obtain a proxy from them. Please refer to the information in the materials provided by your bank or brokerage firm for an explanation of how to change or revoke your vote and of the effect of not indicating a vote.

8. How will voting on any other business be conducted?

We do not know of any business to be considered at the Meeting other than the election of directors and the approval of the EIC Plan. For holders of record, if any other business is properly presented at the Meeting, any of the persons named on the proxy card as your designated proxies may vote on such matter in their discretion. If you hold your shares in street name, please see the materials provided by your bank or brokerage firm for an explanation of how your shares will be voted on any other business. Any such matter must be authorized by a majority of the votes cast at the Meeting by the shareholders entitled to vote thereon (or any higher vote required by the California General Corporation Law) in order to be approved.

9. Who pays the cost of soliciting proxies on behalf of the Company?

The Company will pay the cost of preparing, assembling and mailing the proxy materials and soliciting proxies for the Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers and employees of the Company or its subsidiaries telephonically, electronically or by other means of communication. Such directors, officers and employees will receive no additional compensation for their services. We will reimburse brokers and other nominees for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

10. Can I attend the Meeting?

Any shareholder entitled to vote at the Meeting may attend the Meeting and vote in person. If you hold shares in street name and would like to attend the Meeting and vote in person, you will need to

bring a picture i.d. and brokerage account statement or other acceptable evidence of ownership of common stock as of the Record Date. Alternatively, in order to vote, you may contact the person in whose name your shares are registered and obtain a proxy from that person and bring it to the Meeting.

11. *How do I get more information about the Company?*

With this Proxy Statement, we are also sending you our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, which includes our consolidated financial statements. If you did not receive our Annual Report, we will send it to you without charge. The Annual Report includes a list of exhibits filed with the Securities and Exchange Commission (the SEC), but does not include the exhibits. If you wish to receive copies of the exhibits, please write to:

Investor Relations
First Community Bancorp
275 N. Brea Blvd.
Brea, California 92821

You may also send your request by facsimile to (714) 674-5377 or by e-mail to investor-relations@firstcommunitybancorp.com.

We also maintain a website at <http://www.firstcommunitybancorp.com> where you may view, print and download our public filings. In addition, the SEC maintains a website at <http://www.sec.gov> that also contains our public filings.

To reduce costs, we may send only one copy of the Annual Report and Proxy Statement to shareholders who share the same last name and address, unless we receive contrary instructions from you. We will continue to mail a proxy card to each record shareholder.

If you prefer to receive multiple copies of the Annual Report and Proxy Statement at the same address, we will provide them promptly upon request. If your household is receiving multiple copies of the Annual Report and Proxy Statement, you may request to receive only one copy. If you hold your Company stock directly, you may contact us by writing to our mailing address or e-mail address listed above. If you hold your Company stock through a bank or broker, you should request additional copies of the Annual Report and Proxy Statement, or you may request to receive only one copy to your household by notifying them.

BENEFICIAL OWNERS OF MORE THAN FIVE PERCENT

The following table sets forth information as of the Record Date regarding the beneficial owners of more than five percent of the outstanding shares of the Company's common stock (the only class of equity outstanding). To the Company's knowledge, based on the public filings which beneficial owners of more than five percent of the outstanding shares of the Company's common stock are required to make with the SEC, there are no other beneficial owners of more than five percent of the outstanding shares of the Company's common stock as of the Record Date other than those set forth below.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of Common Stock	Percent of Class(1)
Wellington Management Company LLP 75 State Street Boston, MA 02109	2,154,256 (2)	7.43 %
John M. Eggemeyer 6051 El Tordo Rancho Santa Fe, California 92067	1,814,198 (3)	6.3 %
Barclays Global Investors Japan Trust and Banking Company Limited Ebisu Prime Square Tower, 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan	1,480,414 (4)	5.11 %

(1) Based on 28,832,985 shares of common stock of the Company issued and outstanding as of the Record Date, excluding 898,147 shares of unvested time-based and performance-based restricted stock. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons named above, any shares which such person or persons has the right to acquire within 60 days of the Record Date, are deemed to be outstanding for such person or persons but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

(2) Based on a Schedule 13G filed February 14, 2007 by Wellington Management Company, LLP (the "Wellington 13G"). According to the Wellington 13G, Wellington Management Company, LLP has sole voting power over 1,612,936 shares of Company common stock and sole dispositive power over 2,111,956 shares of Company common stock.

(3) Mr. Eggemeyer has direct beneficial ownership of 426,836 shares of Company common stock, and indirect ownership of 2,646 shares held by a trust of which Mr. Eggemeyer is trustee. Mr. Eggemeyer shares voting power and investment power (i) through Castle Creek Capital Partners Fund IIa, LP, of which he is a principal, with respect to 973,506 shares; and (ii) through Castle Creek Capital Partners Fund IIb, LP, of which he is a principal, with respect to 411,210 shares. Mr. Eggemeyer's ownership excludes 7,333 shares of unvested time-based restricted stock granted to Mr. Eggemeyer in December 2004; this restricted stock began vesting in December 2005 in annual one-third increments and vests in full upon a change in control of the Company. Mr. Eggemeyer's ownership excludes 46,498 shares of common stock held by the trustee of the Deferred Plan (described below under the Section entitled "Compensation of Directors Directors Deferred Compensation Plan" on page 17 of this Proxy Statement) and for which the participant does not have voting or investment power.

(4) Based on a Schedule 13G filed January 23, 2007 by Barclays Global Investors, N.A., Barclays Global Fund Advisors, Barclays Global Investors, Ltd, Barclays Global Investors Japan Trust and Banking Company Limited and Barclays Global Investors Japan Limited (the "Barclays Schedule 13G"). According to the Barclays Schedule 13G, in aggregate, the Barclays entities hold sole voting power over 1,410,213 shares of Company common stock and sole dispositive power over 1,480,414 shares of Company common stock.

BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table indicates the beneficial ownership of the Company's common stock (the only class of equity outstanding) as of the Record Date by: (1) each of the Company's current directors and nominees for election; (2) the Company's Chief Executive Officer (the CEO), the Company's Chief Financial Officer (the CFO) and the three most highly compensated executive officers of the Company during 2006 other than the CEO and the CFO (together as a group, the Named Executive Officers); and (3) all current directors, nominees for director, and executive officers of the Company as a group, based on the Company's records and data supplied by each of the current directors, director nominees and executive officers.

Name or Number of Persons in Group	Amount and Nature of Beneficial Ownership of Common Stock(1)										Percent of Class(2)	
	Number of shares owned	Right to acquire within 60 days			Total							
Directors and Director Nominees Who Are Not Named Executive Officers												
John M. Eggemeyer Chairman of the Board, Current Director and Director Nominee	1,814,198							1,814,198	(3)	6.3	%	
Mark N. Baker Current Director and Director Nominee	60,668							60,668	(4)	*		
Gary W. Deems Current Director and Director Nominee	73,945							73,945	(5)	*		
Stephen M. Dunn Current Director and Director Nominee	22,200							22,200	(6)	*		
Barry C. Fitzpatrick Current Director and Director Nominee	12,993							12,993	(7)	*		
George E. Langley Current Director and Director Nominee	122,135											