

Edgar Filing: PLACER SIERRA BANCSHARES - Form SC 13G

PLACER SIERRA BANCSHARES
Form SC 13G
September 12, 2005

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

OMB APPROVAL

OMB Number 3235-0145

Expires: December 31, 2005

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hours per response . . . 11

INITIAL SCHEDULE 13G

Under the Securities Exchange Act of 1934

Placer Sierra Bancshares

(Name of Issuer)

Common Stock

(Title of Class of Securities)

726079106

(CUSIP Number)

August 31, 2005

(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).

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CUSIP No. 726079106

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation
I.R.S. No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries, MFC
Global Investment Management (U.S.A.) Limited, John Hancock Advisers,
LLC and Independence Investments, LLC

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

N/A

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

MFC Global Investment Management (U.S.A.) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

498

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

498

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

498

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

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N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.003%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Independence Investments, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
1,196,500

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
1,196,500

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,196,500

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.9%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
John Hancock Advisers, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
319,500

Number of Shares Beneficially Owned by Each Reporting Person With
6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
319,500

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
319,500

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.1%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

Placer Sierra Bancshares

Item 1(b) Address of Issuer's Principal Executive Offices:

525 J Street
Sacramento, California 95814

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiaries Independence Investments, LLC ("IIA") and John Hancock Advisers LLC ("JHA"), and MFC Global Investment Management (U.S.A.) Limited ("MFC Global").

Item 2(b) Address of the Principal Offices:

The principal business offices of MFC and MFC Global are located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5; IIA is located at 53 State Street, Boston, MA 02109 and JHA is located at 601 Congress Street, Boston, Massachusetts 02210.

Item 2(c) Citizenship:

MFC and MFC Global are organized and exist under the laws of Canada. IIA and JHA are organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

726079106

Item 3 If the Statement is being filed pursuant to Rule 13d-1(b),

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or 13d-2(b), check whether the person filing is a:

MFC: (e) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

JHA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

IIA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

MFC Global: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4

Ownership:

(a) Amount Beneficially Owned:

MFC Global has indirect beneficial ownership of 498 shares of Common Stock, JHA has indirect beneficial ownership of 319,500 shares of Common Stock and IIA has indirect beneficial ownership of 1,196,500 shares of Common Stock. Through its parent-subsidary relationship to IIA, JHA, and MFC Global, MFC may be deemed to have indirect, beneficial ownership of all of the shares held by these entities.

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(b) Percent of Class:

Of the 14,956,529 shares outstanding as of August 8, 2005 according to the issuer's quarterly report on form 10-Q for the period ended June 30, 2005, MFC Global held .003%, IIA held 7.9% and JHA held 2.1%.

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

(i) sole power to vote or to direct the vote: IIA and JHA each has sole power to dispose or to direct the disposition of the shares of Common Stock directly beneficially owned by each of them. JHA has sole power to dispose or to direct the disposition of the shares of Common Stock deemed beneficially owned by it pursuant to an advisory agreement.

(ii) shared power to vote or to direct the vote: MFC Global has shared power to vote or to direct the voting of the shares it beneficially owns.

(iii) sole power to dispose or to direct the disposition of: IIA and JHA each has sole power to dispose or to direct the disposition of

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the shares of Common Stock directly beneficially owned by each of them. JHA has sole power to dispose or to direct the disposition of the shares of Common Stock deemed beneficially owned by it pursuant to an advisory agreement.

- (iv) shared power to dispose or to direct the disposition of:
MFC Global has shared power to dispose or to direct the disposition of the shares it beneficially owns.

- Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

- Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

- Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Items 3 and 4 above.

- Item 8 Identification and Classification of Members of the Group:

Not applicable.

- Item 9 Notice of Dissolution of a Group:

Not applicable.

- Item 10 Certification:

By signing below the undersigned certifies that, to the best of its 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.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

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Manulife Financial Corporation

By: /s/ Christer V. Ahlvik

Name: Christer V. Ahlvik
Title: Vice President and
Corporate Secretary

Dated: September 12, 2005

John Hancock Advisers, LLC

By: Al Ouellette

Name: Al Ouellette
Title: Assistant Vice President and
Senior Counsel

Dated: September 12, 2005

Independence Investments, LLC

By: /s/ Patti Thompson

Name: Patti Thompson
Title: Chief Compliance Officer

Dated: September 12, 2005

MFC global Investment Management (U.S.A.) Limited

By: /s/ Gordon Pansegrau

Name: Gordon Pansegrau
Title: General Counsel, Secretary and
Chief Compliance officer

Dated: September 12, 2005

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EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, Independence Investments, LLC, John Hancock Advisers, LLC and MFC Global Investment Management (U.S.A.) Limited agree that the Initial Schedule 13G to which this Agreement is attached, relating to the Common Stock of Placer Sierra Bancshares is filed on behalf of each of them.

Manulife Financial Corporation

By: /s/ Christer V. Ahlvik

Name: Christer V. Ahlvik
Title: Vice President and
Corporate Secretary

Dated: September 12, 2005

John Hancock Advisers, LLC

By: Al Ouellette

Name: Al Ouellette
Title: Assistant Vice President and
Senior Counsel

Dated: September 12, 2005

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Independence Investments, LLC

By: /s/ Patti Thompson

Name: Patti Thompson

Title: Chief Compliance Officer

Dated: September 12, 2005

MFC Global Investment Management (U.S.A.) Limited

By: /s/ Gordon Pansegrau

Name: Gordon Pansegrau

Title: General Counsel, Secretary and
Chief Compliance officer

Dated: September 12, 2005

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