

REDDISH THOMAS J

Form 4

December 22, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REDDISH THOMAS J

2. Issuer Name **and** Ticker or Trading
Symbol
TRICO BANCSHARES / [tcbk]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

(Street)

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)
Common Stock	12/22/2011		J ⁽¹⁾	0 A \$ 0	71,613.96 ⁽²⁾	D	
Common Stock	12/22/2011		J ⁽¹⁾	0 A \$ 0	1,287.3545	I	By minor son shares held with broker
Common Stock	12/22/2011		J ⁽¹⁾	0 A \$ 0	5,752.9878 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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
				Code	V	(A)	(D)	
Options Common Stock	\$ 14.54	12/20/2011		X	6,000	12/20/2012 12/20/2021	Common Stock	6,000
Options Common Stock	\$ 14.54	12/20/2011		X	6,000	12/20/2013 12/20/2021	Common Stock	6,000
Options Common Stock	\$ 14.54	12/20/2011		X	6,000	12/20/2014 12/20/2021	Common Stock	6,000
Options Common Stock	\$ 14.54	12/20/2011		X	6,000	12/20/2015 12/20/2021	Common Stock	6,000
Options Common Stock	\$ 14.54	12/20/2011		X	6,000	12/20/2016 12/20/2021	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REDDISH THOMAS J	EVP & Chief Financial Officer

Signatures

/S/ Thomas J Reddish By Suzanne Youngs
Attorney-in-Fact

12/22/2011

__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) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.

(2) ESOP shares of 17,239.96 are included in the total.

(3) Shares held with broker.

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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