REDDISH THOMAS J

Form 4

December 22, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 5 boligations may continue. 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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REDDISH THOMAS J		Symbol	2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [tcbk]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Mi	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2011			Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Financial Officer			
	(Street)		4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Chec Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person					erson	
(City)	(State) 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)	ate, if TransactionAcquired (A) or Code Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/22/2011		Code V <u>J(1)</u>	Amount 0	(D)	Price \$ 0	(Instr. 3 and 4) 71,613.96 (2)	D	
Common Stock	12/22/2011		J <u>(1)</u>	0	A	\$0	1,287.3545	I	By minor son shares held with broker
Common Stock	12/22/2011		<u>J(1)</u>	0	A	\$0	5,752.9878 (3)	D	

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

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

Reporting Owners 2

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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