TRICO BANCSHARES /

Form 4 May 24, 2012

# FORM 4

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

OMB

**OMB APPROVAL** 

3235-0287 Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A		2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		D BANCSI of Earliest Tr	HARES / [tcbk]	(Check all applicable)				
63 CONST	TUTION DR	(Month/ 05/22/	Day/Year) 2012		Director 10% Owned Section Officer (give title Other (special below) EVP & Chief Credit Officer				
	(Street)	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
CHICO CA	Filed(M	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CHICO, CA					Person				
(City)	(State) (	(Zip) Tal	ole I - Non-E	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired (A) or	Securities Form: Direct In-		Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		

							1	, , , , , , , , , , , , , , , , , , , ,	•
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	4 and (A) or	·	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock	05/24/2012		<u>J(1)</u>	0	A	\$0	37,006.7694	D (2)	
Common Stock	05/24/2012		<u>J(1)</u>	0	A	\$0	118.9797	I	By Daughter
Common Stock	05/24/2012		<u>J(1)</u>	0	A	\$0	103.0321	I	By Son
Common Stock	05/24/2012		<u>J(1)</u>	0	A	\$0	113.3129	I	By Son

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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
Option Common Stock	\$ 15.34	05/22/2012		A	20,000	(3)	05/22/2022	Common Stock	20,000

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARNEY CRAIG B 63 CONSTITUTION DR CHICO, CA 95973

**EVP & Chief Credit Officer** 

### **Signatures**

/S/ Craig Carney By Suzanne Youngs Attorney-in-Fact

05/24/2012

\*\*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) Common Stock owned includes shares held in the issuer's ESOP of 14,762.78 shares.
- (3) The option vests in five equal installments, beginning on May 22, 2013.

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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