

Koehnen Michael W  
Form 4  
October 02, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Koehnen Michael W

(Last) (First) (Middle)

63 CONSTITUTION DRIVE

(Street)

CHICO, CA 95973

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TRICO BANCSHARES / [tcbk]

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

09/28/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|

|                 |            |  |      |   |        |        |       |
|-----------------|------------|--|------|---|--------|--------|-------|
| Common<br>Stock | 10/02/2012 |  | J(1) | 0 | A \$ 0 | 24,202 | D (2) |
|-----------------|------------|--|------|---|--------|--------|-------|

|                 |            |  |      |   |        |       |   |
|-----------------|------------|--|------|---|--------|-------|---|
| Common<br>Stock | 10/02/2012 |  | J(1) | 0 | A \$ 0 | 8,600 | I |
|-----------------|------------|--|------|---|--------|-------|---|

CF  
Koehnen  
& Sons  
Profit  
Sharing  
which I  
am a  
Trustee  
shares  
held with  
broker

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|              |            |                  |          |   |            |            |   |   |
|--------------|------------|------------------|----------|---|------------|------------|---|---|
| Common Stock | 10/02/2012 | J <sup>(1)</sup> | 0        | A | \$ 0       | 4,400      | I | Mother which I am a Trustee                                       |
| Common Stock | 10/02/2012 | J <sup>(1)</sup> | 0        | A | \$ 0       | 1,700      | I | By Children   |
| Common Stock | 10/02/2012 | J <sup>(1)</sup> | 0        | A | \$ 0       | 65,214     | I | CF Koehnen & Sons of which I am an owner shares held with broker. |
| Common Stock | 10/02/2012 | J <sup>(1)</sup> | 0        | A | \$ 0       | 2,300      | I | By spouse shares held with broker                                 |
| Common Stock | 09/28/2012 | J <sup>(3)</sup> | 114.6709 | A | \$ 16.7559 | 21,463.841 | 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 required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title<br>or<br>Number<br>of<br>Shares               |  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| Koehnen Michael W<br>63 CONSTITUTION DRIVE<br>CHICO, CA 95973 | X   |

## Signatures

/S/ Michael Koehnen By Suzanne Youngs  
Attorney-in-Fact

10/02/2012

\_\_\_\_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) Shares held with broker.
- (3) Please Note: The shares were acquired through dividend reinvestment for September 2012.

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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