

TRICO BANCSHARES /
Form 4
February 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

63 CONSTITUTION DRIVE

(Street)

CHICO, CA 95928

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2015

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)
EVP, Chief Financial Officer

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/11/2015		A		7,330 (1) \$ 19.35	A	73,304.07 (2) D
Common Stock	02/11/2015		F		5,976 (3) \$ 23.73	D	67,328.07 (2) D
Common Stock	02/11/2015		F		686 (4) \$ 23.73	D	66,642.07 (2) D
Common Stock	02/11/2015		F		2,177 (5) \$ 23.73	D	64,465.07 (2) D
Common Stock	02/11/2015		A		2,670 \$ 19.35	A	67,135.07 (2) D

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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. 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
Option Common Stock	\$ 19.35	02/11/2015		M	7,330	02/22/2006 02/22/2015	Common Stock	7,330
Option Common Stock	\$ 19.35	02/11/2015		M	2,670	02/22/2006 02/22/2015	Common Stock	2,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDISH THOMAS J 63 CONSTITUTION DRIVE CHICO, CA 95928			EVP, Chief Financial Officer	

Signatures

/S/ Thomas J Reddish by Jacob Duenas
Attorney-in-Fact
02/12/2015

**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) Represents shares acquired via Nonqualified Stock Option exercise using the pyramid method.
- (2) Common Stock owned includes 20,843.07 shares held in the Issuer's Employee Stock Ownership Plan.

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- (3) Represents shares used to exercise Nonqualified Stock Options via the pyramid method.
- (4) Represents shares withheld to pay for tax liability after exercise of Nonqualified Stock Options.
- (5) Represents shares tendered to pay price to exercise Incentive Stock Options.

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.