

TRICO BANCSHARES /

Form 4

February 12, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CARNEY CRAIG B**

(Last) (First) (Middle)

**63 CONSTITUTION DR**

(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)

**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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**EVP, Chief Credit Officer**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 02/11/2015                              |   | F                                       | (A)<br>or<br>(D)<br>3,641<br>(1) D                                      | \$<br>23.73  | 26,208.72 (2) D  |   |
| Common<br>Stock                       | 02/11/2015                              |   | A                                       | 4,500 A   | \$<br>19.35  | 30,708.72 (2) D  |   |
| Common<br>Stock                       | 02/11/2015                              |   | F                                       | 359 (3) D   | \$<br>23.73  | 30,349.72 (2) D  |   |
| Common<br>Stock                       | 02/11/2015                              |   | F                                       | 2,400<br>(4) D  | \$<br>23.73  | 27,949.72 (2) D  |   |
| Common<br>Stock                       | 02/11/2015                              |   | A                                       | 3,000 A   | \$<br>19.35  | 30,949.72 (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                              | 4,500   | 02/22/2005 02/22/2015                                    | Common Stock  | 4,500                         |
| Option Common Stock                        | \$ 19.35   | 02/11/2015                           |  | M                              | 3,000   | 02/22/2008 02/22/2015                                    | Common Stock  | 3,000                         |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| CARNEY CRAIG B<br>63 CONSTITUTION DR<br>CHICO, CA 95973 | EVP, Chief Credit Officer        |

## Signatures

/S/ Craig B Carney 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 tendered to pay partial price to exercise Nonqualified Stock Options. Balance of exercise price was paid with cash.

(2) Common Stock owned includes 16,849.72 shares held in the Issuer's Employee Stock Ownership Plan.

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(3) Represents shares withheld to pay for tax liability after exercise of Nonqualified Stock Options.

(4) Represents shares tendered to pay partial price to exercise Incentive Stock Options. Balance of exercise price was paid with cash.

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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