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TRICO BAN	CSHARES /										
Form 4											
May 08, 2015	i										
FORM	4									PPROVAL	
	UNITED	STATES		ITIES AI hington,]			IGE (COMMISSION	OMB Number:	3235-0287	
Check this									Expires:	January 31,	
if no longe subject to	STATEN	IENT O	F CHANO	GES IN E	BENEFI	CIAI	OW	NERSHIP OF	Estimated a	2005 2005	
Section 16	j.	SECURITIES							burden hours per		
Form 4 or									response	0.5	
Form 5 obligation							-	e Act of 1934,			
may contin				•				f 1935 or Section	n		
See Instruc	ction	30(n)	of the Inv	estment (Company	Act	01 194	+0			
1(b).											
(Print or Type Ro	esponses)										
	ldress of Reporting	Person [*]	2. Issuer	Name and '	Ticker or T	rading	3	*	of Reporting Person(s) to		
REDDISH THOMAS J Symbol TRICO E								Issuer			
				ICO BANCSHARES / [TCBK]				(Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of	Earliest Tra	nsaction			(enec	k un uppheuok	·)	
			(Month/Da	onth/Day/Year)				Director 10% Owner			
63 CONSTIT	TUTION DRIVE	Ξ	05/07/20	15				X Officer (give below)	title Oth below)	er (specify	
								· · · · · · · · · · · · · · · · · · ·	ef Financial Of	ficer	
				If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Month/Day/Year)				Applicable Line)			
								_X_Form filed by C	One Reporting Pe fore than One Re		
CHICO, CA	95973							Person		porting	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	te 2A. De	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Executi	ion Date, if		onAcquired			Securities	Form: Direct		
(Instr. 3)		any (Month	CodeDisposed of (D)n/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Beneficially Owned	(D) or Indirect (I)	Beneficial	
		(Ivionui	/Day/Year)	(11150. 0)	(1180.5, 4 and 5)			Following	(Instr. 4)	Ownership (Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(msu. 5 alid 4)			
Restricted Stock Units	05/07/2015			А	1,940 (1)	А	\$0	1,940	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.

 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. Transactio Code (Instr. 8)	Securities		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
Performance Share Units	\$ 0 <u>(2)</u>	05/07/2015		А	1,940		(2)	05/06/2018	Common Stock	1,940

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Reporting Owners

Reporting Owner Name / Address	ss Relationships							
	Director	10% Owner	Officer	Other				
REDDISH THOMAS J 63 CONSTITUTION DRIVE CHICO, CA 95973			EVP, Chief Financial Officer					
Signatures								
/s/ Thomas J Reddish by Janine Attorney-in-Fact	e Howard	,	05/08/2015					
**Signature of Reportin	ng 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 the grant of Restricted Stock Units. The shares vest as follows: 25% on May 7, 2016, 25% on May 7, 2017, 25% on May 7, 2018 and 25% on May 7, 2019.

Represents performance-based restricted stock units (PSUs) that will vest between 0% and 150% of the target number of shares (the number of shares listed in box 5) on May 6, 2018 based on the Issuer's total stockholder return relative to the KBW Regional Banking

(2) Index. The PSUs were issued to the Reporting Person pursuant to the Issuer's 2009 Equity Incentive Plan and a Performance Award Agreement and are subject to forfeiture, accelerated vesting and other restrictions as set forth in the plan and the agreement.

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.