TRICO BANCSHARES /

Form 4

August 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

if no longer

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 See Instruction

2. Issuer Name and Ticker or Trading

TRICO BANCSHARES / [TCBK]

3. Date of Earliest Transaction

Symbol

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

CARNEY CRAIG B

1. Name and Address of Reporting Person *

(First)

(Middle)

			(Month/Day/Year) 08/11/2015				Director 10% Owner _X_ Officer (give title Other (specify below) EVP & Chief Credit Officer			
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICO, CA 95973							Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ly 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)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/11/2015		M	398 (1)	A	<u>(1)</u>	14,498	D		
Common Stock	08/11/2015		F	123	D	\$ 24.77	14,375	D		
Common Stock	08/13/2015		<u>J(2)</u>	0	A	\$ 0	13,457.42	I	In ESOP	
Common Stock	08/13/2015		J(2)	0	A	\$ 0	120.79	I	By children	
Common Stock	08/13/2015		J <u>(2)</u>	0	A	\$0	126.83	I	By children	

Edgar Filing: TRICO BANCSHARES / - Form 4

Common Stock 08/13/2015 $J_{\underline{(2)}}$ 0 A \$ 0 110.87 I By children

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti	ionof	Expiration Date		Underlying Securities		Derivation Security (Instr. :
Security	or Exercise			Code	Derivative	(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of			(Instr. 8)						
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	11010	of	
				Code V	(A) (D)				Shares	
					() (-)					
Restricted								Common		
Stock	<u>(1)</u>	08/11/2015		M	398	(1)	(1)	Common	398	\$ (
Units						_	_	Stock		

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 B Carney by Ryan Bryson

Attorney-in-Fact 08/13/2015

**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) Result of vesting of an RSU granted on August 11, 2014 that was vested on August 11, 2015.
- (2) No transaction occurred among these shares. Intended only to reflect number of shares beneficially owned.

Reporting Owners 2

Edgar Filing: TRICO BANCSHARES / - Form 4

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.