

TRICO BANCSHARES /

Form 4/A

June 09, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH RICHARD P

(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)

05/19/2016

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

05/23/2016

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

President & CEO

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)
Common Stock	06/09/2016		J(1)(2)	0 A \$ 0	169,476	D	
Common Stock	06/09/2016		J(1)(2)	0 A \$ 0	30,791.72	I	By ESOP
Common Stock	06/09/2016		J(1)(2)	0 A \$ 0	214.85	I	By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u> <u>(3)</u>	05/19/2016		A		5,296		<u>(3)</u>	05/19/2020	Common Stock	5,296
Performance Stock Units	\$ 0 <u>(1)</u> <u>(4)</u>	05/19/2016		A		5,296		<u>(4)</u>	05/18/2019	Common Stock	5,296

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RICHARD P 63 CONSTITUTION DRIVE CHICO, CA 95973	X		President & CEO	

Signatures

/S/ Richard P Smith By Ryan Bryson
Attorney-in-Fact 06/09/2016

**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) This amended form is filed solely to report the previously reported grants of Restricted and Performance Stock Units in Table II rather than Table I and to correct the total beneficial ownership of common stock reported in Table I.
- (2) No transactions occurred among these shares. Intended only to reflect number of shares beneficially owned.
- (3) Represents the grant of Restricted Stock Units. The shares vest as follows: 25% on May 19 2017, 25% on May 19, 2018, 25% on May 19, 2019, and 25% on May 19, 2020.
- (4) 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 4) on May 18, 2019 based on the Issuers total stockholder return relative to the KBW Regional Banking Index. The PSUs were issued to the Reporting Person pursuant to the Issuers 2009 Equity Incentive Plan and Performance Award Agreement and are subject to forfeitures, 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.

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