#### TRICO BANCSHARES /

Form 4/A June 10, 2016

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 2.  KILKENNY PATRICK W Syn			r Name <b>and</b> T	Cicker or T	rading	5. Relationship of Reporting Person(s) to Issuer			
			BANCSH		[TCBK]	(Check all applicable)			
(Last)	(First) (M	fiddle) 3. Date o	3. Date of Earliest Transaction						
		(Month/Day/Year)			_X_ Director		Owner		
63 CONSTITUTION DRIVE 0.			05/19/2016				e titleOthe	er (specify	
(Street) 4. If Amenda			ndment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line)		
05/23/20			•			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
CHICO, CA 95973			00,20,2010						
(City)	(State)	(Zip) Tab	le I - Non-De	rivative S	ecurities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired	d (A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)		Beneficially (D) or		Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported Transaction(s)			
					or	(Instr. 3 and 4)			
			Code V	Amount	(D) Price	(1115ti . 3 and 4)			
Common Stock	06/10/2016		J(1)(2)	0	A \$0	4,161	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	tion Date, if Transaction Derivative Expiration Date Code Securities (Month/Day/Year		ate	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 (1) (3)	05/19/2016		A	1,000	(3)	05/18/2017	Common Stock	1,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer Other			
KILKENNY PATRICK W 63 CONSTITUTION DRIVE CHICO, CA 95973	X					

### **Signatures**

/S/ Partick W Kilkenny By Ryan Bryson Attorney-in-Fact

06/10/2016

\*\*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 grant of Restricted Stock Units in Table II rather than Table I and to the 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. 100% of the shares vest on 05/18/2017.

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.

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