#### TRICO BANCSHARES /

Form 4/A June 10, 2016

# 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:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

WALKER W VIRGINIA			2. Issuer Name <b>and</b> Ticker or Trading Symbol					S. Relationship of Reporting Person(s) to Issuer			
		TRI	TRICO BANCSHARES / [TCBK]					(Check all applicable)			
(Last)	(First) (M	fiddle) 3. Da	ate of Earlies	t Traı	nsaction						
63 CONSTITUTION DRIVE			(Month/Day/Year) 05/19/2016					X Director Officer (give below)		Owner er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
CHICO, CA	95973		l(Month/Day/Y 23/2016	(ear)	-			•	One Reporting Pe		
cinco, cri	(75715							Person			
(City)	(State)	(Zip)	Table I - No	n-De	rivative So	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	on Date, if Transaction Code		4. Securities n Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially (D) or Bene Owned Indirect (I) Owne Following (Instr. 4) (Instr.		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	06/10/2016		J(1)(2	)	0	A	\$0	2,041	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	piration Date		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)	05/18/2016	Common Stock	1,000	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	

WALKER W VIRGINIA
63 CONSTITUTION DRIVE X
CHICO, CA 95973

## **Signatures**

/S/ W Virginia Walker By Ryan Bryson Attorney-in-Fact

06/10/2016

Other

\*\*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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