TRICO BANCSHARES /

Form 4

August 15, 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

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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).

Common

Stock

08/15/2016

(Print or Type Responses)

1. Name and Address of Reporting Person * Ward Carol A			2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [TCBK]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
(2001)	(1 1150)	(IIIIaaie)	(Month/Day/Year)					Director	109	6 Owner	
63 CONSTITUTION DRIVE			08/11/2016					X Officer (give title Other (specify below) EVP/Chief Operating Officer			
(Street) 4. If Amo				dment, Dat	e Original			6. Individual or Joint/Group Filing(Check			
CHICO, CA 95973				h/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction Da	ate 2A. De	emed	3. 4. Securities				5. Amount of 6. Ownership 7. Nature			
Security (Instr. 3)	(Month/Day/Year) Execution Date, any (Month/Day/Yea		,	Transaction Code (Instr. 8)	nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/11/2016			M	316	A	<u>(1)</u>	316	D		

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

 $J^{(2)}$

0

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\$0

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(9-02)

By ESOP

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

Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price Derivat
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	08/11/2016		M	316	<u>(1)</u>	<u>(1)</u>	Common Stock	316	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ward Carol A

63 CONSTITUTION DRIVE EVP/Chief Operating Officer

CHICO, CA 95973

Signatures

/S/ Carol A Ward By Ryan Bryson

Attorny-in-Fact 08/15/2016

**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) Result of vesting of a RSU granted on August 11, 2014 that was vested on August 11, 2016.
- (2) No transactions occurred among these shares. Intended only to reflect number of shares beneficially owned.

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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