TRICO BANCSHARES /

Form 4

August 18, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005 Estimated average

0.5

burden hours per response...

5 Relationship of Reporting Person(s) to

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

obligations

may continue.

See Instruction

Check this box

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)

1 Name and Address of Reporting Person *

WELLS J M JR			2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [TCBK]				C	Issuer			
(Last)	(First)	(Middle)	3. Date o	f Earliest T	ransaction			(Check all applicable)			
63 CONSTITUTION DRIVE			(Month/Day/Year) 08/16/2016					X Director 10% Owner Officer (give title Other (specify below)			
(Street) 4. If			4. If Ame	I. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
CHICO, CA	A 95973		Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Person on the Region of the Re		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	r) Execution any		3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/16/2016			M	1,500	A	\$ 23.205	11,338	D		
Common Stock	08/18/2016			J <u>(1)</u>	0	A	\$ 0	1,234	I	As Executor of estate of Jean M Wells	

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

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number.

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 Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
				(Instr. 3, 4,					
					and 5)				
									Amount
						ъ.	F		or
						Date	Expiration	Title	Number
						Exercisable	Date		of
				Code V	(A) (D)				Shares
Option									
Common	\$ 23.205	08/16/2016		M	1,500	10/06/2015	10/06/2024	Common	1,500
	Ψ 23.203	00/10/2010		141	1,500	10/00/2013	10/00/2024	Stock	1,500
Stock									

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
WELLS J M JR						
63 CONSTITUTION DRIVE	X					

CHICO, CA 95973 Signatures

/S/ JM Wells Jr. By Ryan Bryson Attorney-in-Fact

**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) 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.

08/18/2016

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