

TRICO BANCSHARES /
Form 4
November 17, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REDDISH THOMAS J

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
Symbol

TRICO BANCSHARES / [TCBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)

11/16/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
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 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/16/2016		M	25,000 A	\$ 17.54	70,210	D
Common Stock	11/16/2016		F	20,229 D	\$ 30.61	49,981	D
Common Stock	11/16/2016		M	24,000 A	\$ 14.54	73,981	D
Common Stock	11/16/2016		F	18,393 D	\$ 30.61	55,588	D
Common Stock	11/16/2016		M	16,000 A	\$ 15.34	71,588	D

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Common Stock	11/16/2016	F	12,399	D	\$ 30.61	59,189	D	
Common Stock	11/16/2016	M	6,600	A	\$ 19.46	65,789	D	
Common Stock	11/16/2016	F	5,420	D	\$ 30.61	60,369	D	
Common Stock	11/17/2016	<u>J</u> ⁽¹⁾	0	A	\$ 0	16,678.37	I	By ESOP

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

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(9-02)

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
Option Common Stock	\$ 17.54	11/16/2016		M	25,000	05/25/2011 05/25/2020	Common Stock 25,000
Option Common Stock	\$ 14.54	11/16/2016		M	24,000	12/20/2012 12/20/2021	Common Stock 24,000
Option Common Stock	\$ 15.34	11/16/2016		M	16,000	05/22/2013 05/22/2022	Common Stock 16,000
Option Common Stock	\$ 19.46	11/16/2016		M	6,600	05/09/2014 05/09/2023	Common Stock 6,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REDDISH THOMAS J

EVP & Chief Financial Officer

Signatures

/S/ Thomas J Reddish By Ryan Bryson
Attorney-in-Fact

11/17/2016

__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) 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.

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