#### TRICO BANCSHARES /

Form 4

December 01, 2016

# FORM 4

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

OMB

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response...

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0.5

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 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)

1. Name and REDDISH		2. Issuer Name <b>and</b> Ticker or Trading Symbol TRICO BANCSHARES / [TCBK]					Is	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)		3. Date of Earliest (Month/Day/Year) 11/29/2016						(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  EVP & Chief Financial Officer				
	(Street)		Filed(Month/Day/Year)					A  -	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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price			(D) (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 Indirect Beneficial Ownership (Instr. 4)				
Common Stock	11/29/2016			S		9,239	D	31.3217 (1)	51,130	D			
Common Stock	11/30/2016			S		2,628	D	\$ 31.4937 (1)	48,502	D			
Common Stock	12/01/2016			S		23,435	D	\$ 31.4047 (1)	25,067	D			
Common Stock	12/01/2016			J(2)		0	A	\$0	16,678.37	I	By ESOP		

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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.

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.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	]	
		Derivative				Securities			(Instr. 3 and 4)		(	
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of			
					Code V	(A) (D)				Shares		

## **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

12/01/2016

\*\*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) Represents the weighted average sales price of multiple sales. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC Staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.
- (2) No transaction 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.

Reporting Owners 2

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

SEC 1474

(9-02)