

CARNEY CRAIG B

Form 4

August 23, 2017

**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 \*  
**CARNEY CRAIG B**

(Last) (First) (Middle)

63 CONSTITUTION DR

(Street)

CHICO, CA 95973

(City) (State) (Zip)

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

TRICO BANCSHARES / [TCBK]

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

08/22/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP/Chief Credit Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 (A) 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 (Instr. 4)
Common Stock	08/22/2017		M	2,345 A	24,426	D	
Common Stock	08/22/2017		F	1,132 D	\$ 23,294	D	
Common Stock	08/23/2017		J <sup>(2)</sup>	0 A	\$ 125.83	I	By Children
Common Stock	08/23/2017		J <sup>(2)</sup>	0 A	\$ 132.12	I	By Children
Common Stock	08/23/2017		J <sup>(2)</sup>	0 A	\$ 115.5	I	By Children

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Common Stock 08/23/2017 J(2) 0 A \$ 0 14,993.52 I By ESOP

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

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**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 (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)	8. Amount or Number of Shares
Performance Stock Unit	(1)	08/22/2017		M	2,345	(1) (1)	Common Stock	2,345

## Reporting Owners

Reporting Owner Name / Address	Relationships
CARNEY CRAIG B 63 CONSTITUTION DR CHICO, CA 95973	Director 10% Owner Officer Other EVP/Chief Credit Officer

## Signatures

/s/ Craig Carney By Jason Cove  
Attorney-In-Fact 08/23/2017

\*\*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).

- Each performance-based restricted stock unit represented the right to receive 0%-150% of the target number of shares (which was reported in the original Form 4 for this grant, which was 1,563 shares) based on the Issuer's total stockholder return relative to the KBW Regional Banking Index.
- (1) No transactions occurred amongst these shares. Intended only to reflect number of shares beneficially owned.

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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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