### Edgar Filing: SMITH RICHARD P - Form 4

SMITH RICE Form 4	HARD P										
August 23, 2	017										
FORM	4 UNITED	STATES					NGE C	OMMISSION	OMB AF OMB	PROVAL 3235-0287	
Check the	is box		Was	shington,	D.C. 20	549			Number:	January 31,	
if no long subject to Section 1 Form 4 o Form 5	6. r	GES IN BENEFICIAL OWN SECURITIES					Expires: Estimated a burden hour response	2005 verage			
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(	(a) of the	Public U		ling Con	npany	y Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type F	Responses)										
SMITH RICHARD P S			2. Issuer Name <b>and</b> Ticker or Trading Symbol TRICO BANCSHARES / [TCBK]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction (Che				(Check	ck all applicable)			
(Me				(Month/Day/Year) 08/22/2017				X Director 10% Owner X Officer (give title Other (specify below) below) CEO & President			
				Amendment, Date Original (Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHICO, CA	95973							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
~				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	08/22/2017			М	7,515	А	<u>(1)</u>	186,620	D		
Common Stock	08/22/2017			F	4,134	D	\$ 35.66	182,486	D		
Common Stock	08/23/2017			J <u>(2)</u>	0	А	\$0	220.16	Ι	By Spouse	
Common Stock	08/23/2017			J <u>(2)</u>	0	А	\$0	32,197.17	Ι	By ESOP	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 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. Transactio Code (Instr. 8)	5. Number prof 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)		8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Stock Unit	<u>(1)</u>	08/22/2017		М	7,515	(1)	<u>(1)</u>	Common Stock	7,515	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMITH RICHARD P 63 CONSTITUTION DRIVE CHICO, CA 95973	X		CEO & President				
Signatures							
/s/ Richard Smith By Jason Cov Attorney-In-Fact	/e		08/23/2017				

\*\*Signature of Reporting Person

## **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 (1) reported in the original Form 4 for this grant, which was 5,010 shares) based on the Issuer's total stockholder return relative to the KBW Regional Banking Index.

Date

(2) No transactions occurred amongst 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.