Hunter Glenn C Form 4 June 20, 2018

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or 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).

Common

Stock

06/19/2018

(Print or Type Responses)

1. Name and A Hunter Glen	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol TRICO BANCSHARES / [TCBK]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(check an applicable)			
``			(Month/Day/Year) 06/19/2018				Director 10% Owner _X Officer (give title Other (specify below)  SVP Chief Human Resource Offic		
			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		
CHICO, CA						Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquirec Disposed (Instr. 3,	(A) of (B) 4 and (A) or	))	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	06/19/2018		J <u>(1)</u>	0	A	\$0	3,713	D	

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

 $J_{\underline{(1)}}$ 

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\$ 0 940.26

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By ESOP

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	06/19/2018		A	791	(2)	(2)	Common Stock	791	
Performance Stock Units	<u>(3)</u>	06/19/2018		A	791	(3)	(3)	Common Stock	791	

# **Reporting Owners**

Relationships

Director 10% Owner Officer Other

Hunter Glenn C 63 CONSTITUTION DRIVE CHICO, CA 95973

**SVP Chief Human Resource Offic** 

# **Signatures**

/s/ Glenn Hunter by Janine Howard, Attorney-in-Fact

06/20/2018

\*\*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 transaction occurred among these shares. Intended only to reflect number of shares beneficially owned.
- Restricted Stock Unit (RSU) award that vests 25% per year over four-years, beginning June 19, 2019. Cash dividends are reinvested in (2) additional units at FMV on the dividend payment date. Per unit value on date of grant was \$38.46 (based on the 30-day average closing price of Issuer's common stock).
- (3) Performance-based restricted stock unit (PSU) grant that cliff vests after three years between 0% and 150% of the target number of shares (the number of shares listed in box 5) based on the Issuer's total stockholder return relative to the KBW Regional Banking Index.

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.

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