

TRICO BANCSHARES /
Form 4
February 12, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
02/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Chief Credit Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/11/2015		F	3,641 (1) D \$ 23.73	26,208.72 (2)	D	
Common Stock	02/11/2015		A	4,500 A \$ 19.35	30,708.72 (2)	D	
Common Stock	02/11/2015		F	359 (3) D \$ 23.73	30,349.72 (2)	D	
Common Stock	02/11/2015		F	2,400 (4) D \$ 23.73	27,949.72 (2)	D	
Common Stock	02/11/2015		A	3,000 A \$ 19.35	30,949.72 (2)	D	

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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)	8. Amount or Number of Shares
Option Common Stock	\$ 19.35	02/11/2015		M	4,500	02/22/2005 02/22/2015	Common Stock	4,500
Option Common Stock	\$ 19.35	02/11/2015		M	3,000	02/22/2008 02/22/2015	Common Stock	3,000

Reporting Owners

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

Signatures

/S/ Craig B Carney by Jacob Duenas
Attorney-in-Fact

02/12/2015

**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 shares tendered to pay partial price to exercise Nonqualified Stock Options. Balance of exercise price was paid with cash.

(2) Common Stock owned includes 16,849.72 shares held in the Issuer's Employee Stock Ownership Plan.

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- (3) Represents shares withheld to pay for tax liability after exercise of Nonqualified Stock Options.
- (4) Represents shares tendered to pay partial price to exercise Incentive Stock Options. Balance of exercise price was paid with cash.

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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