

TRICO BANCSHARES /
Form 4
November 17, 2016

FORM 4

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

OMB APPROVAL

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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 *
REDDISH THOMAS J

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TRICO BANCSHARES / [TCBK]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2016

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 Financial 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2016		M		25,000	A	\$ 17.54
Common Stock	11/16/2016		F		20,229	D	\$ 30.61
Common Stock	11/16/2016		M		24,000	A	\$ 14.54
Common Stock	11/16/2016		F		18,393	D	\$ 30.61
Common Stock	11/16/2016		M		16,000	A	\$ 15.34

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Common Stock	11/16/2016	F	12,399	D	\$ 30.61	59,189	D	
Common Stock	11/16/2016	M	6,600	A	\$ 19.46	65,789	D	
Common Stock	11/16/2016	F	5,420	D	\$ 30.61	60,369	D	
Common Stock	11/17/2016	J ⁽¹⁾	0	A	\$ 0	16,678.37	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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option Common Stock	\$ 17.54	11/16/2016		M	25,000	05/25/2011 05/25/2020	Common Stock 25,000
Option Common Stock	\$ 14.54	11/16/2016		M	24,000	12/20/2012 12/20/2021	Common Stock 24,000
Option Common Stock	\$ 15.34	11/16/2016		M	16,000	05/22/2013 05/22/2022	Common Stock 16,000
Option Common Stock	\$ 19.46	11/16/2016		M	6,600	05/09/2014 05/09/2023	Common Stock 6,600

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

11/17/2016

__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) No transactions occurred among these shares. Intended only to reflect number of shares beneficially owned.

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