

TRICO BANCSHARES /

Form 4

May 23, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koehnen Michael W

(Last) (First) (Middle)

63 CONSTITUTION DRIVE

(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)

05/19/2016

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)

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)
Common Stock	05/19/2016		A	(A) or (D) 1,000 (1)	\$ 0	85,499.79	D
Common Stock	05/23/2016		M	4,000	\$ 25.91	89,499.79	D
Common Stock	05/23/2016		J(2)	0	A	\$ 0	8,600

CF
Koehnen
& Sons
Profit
Sharing
which I
am a
Trustee

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Common Stock	05/23/2016	J ⁽²⁾	0	A	\$ 0	4,400	I	Mother which I am a Trustee
Common Stock	05/23/2016	J ⁽²⁾	0	A	\$ 0	1,700	I	By children
Common Stock	05/23/2016	J ⁽²⁾	0	A	\$ 0	65,214	I	CF Koehnen & Sons of which I am an owner
Common Stock	05/23/2016	J ⁽²⁾	0	A	\$ 0	2,300	I	By spouse

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

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SEC 1474
(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Option Common Stock	\$ 25.91	05/23/2016		M	4,000	05/23/2007	05/23/2016	Common Stock		4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koehnen Michael W 63 CONSTITUTION DRIVE	X			

CHICO, CA 95973

Signatures

/S/ Michael Koehnen By Ryan Bryson
Attorney-in-Fact

05/23/2016

__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) Represents the grant of Restricted Stock Units. 100% of the shares vest on 05/18/2017.

(2) No transaction occurred among 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.

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