

TRICO BANCSHARES /  
Form 4  
February 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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)

63 CONSTITUTION DRIVE

(Street)

CHICO, CA 95928

(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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/11/2015		A		7,330 (1)	A	\$ 19.35 73,304.07 (2) D
Common Stock	02/11/2015		F		5,976 (3)	D	\$ 23.73 67,328.07 (2) D
Common Stock	02/11/2015		F		686 (4)	D	\$ 23.73 66,642.07 (2) D
Common Stock	02/11/2015		F		2,177 (5)	D	\$ 23.73 64,465.07 (2) D
Common Stock	02/11/2015		A		2,670	A	\$ 19.35 67,135.07 (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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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
Option Common Stock	\$ 19.35	02/11/2015		M	7,330	02/22/2006 02/22/2015	Common Stock	7,330
Option Common Stock	\$ 19.35	02/11/2015		M	2,670	02/22/2006 02/22/2015	Common Stock	2,670

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDISH THOMAS J 63 CONSTITUTION DRIVE CHICO, CA 95928			EVP, Chief Financial Officer	

## Signatures

/S/ Thomas J Reddish 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 acquired via Nonqualified Stock Option exercise using the pyramid method.
- (2) Common Stock owned includes 20,843.07 shares held in the Issuer's Employee Stock Ownership Plan.

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- (3) Represents shares used to exercise Nonqualified Stock Options via the pyramid method.
- (4) Represents shares withheld to pay for tax liability after exercise of Nonqualified Stock Options.
- (5) Represents shares tendered to pay price to exercise Incentive Stock Options.

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