

CARNEY CRAIG B  
Form 4  
August 23, 2017

**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**

2. Issuer Name and Ticker or Trading Symbol  
**TRICO BANCSHARES / [TCBK]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**63 CONSTITUTION DR**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/22/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP/Chief Credit Officer**

(Street)  
**CHICO, CA 95973**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 08/22/2017                           |  | M                              |   | 2,345 A \$ 24,426   | D  |                                   |
| Common Stock                    | 08/22/2017                           |  | F                              |   | 1,132 D \$ 35.66 23,294   | D  |                                   |
| Common Stock                    | 08/23/2017                           |  | J <sup>(2)</sup>               |   | 0 A \$ 0 125.83   | I  | By Children                       |
| Common Stock                    | 08/23/2017                           |  | J <sup>(2)</sup>               |   | 0 A \$ 0 132.12   | I  | By Children                       |
| Common Stock                    | 08/23/2017                           |  | J <sup>(2)</sup>               |   | 0 A \$ 0 115.5  | I  | By Children                       |

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Common Stock 08/23/2017 J(2) 0 A \$ 0 14,993.52 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Stock Unit                     | (1)  | 08/22/2017                           |  | M                              | 2,345   | (1) (1)  | Common Stock  | 2,345                         |

## Reporting Owners

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

## Signatures

/s/ Craig Carney By Jason Cove  
Attorney-In-Fact 08/23/2017

\*\*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).
- Each performance-based restricted stock unit represented the right to receive 0%-150% of the target number of shares (which was reported in the original Form 4 for this grant, which was 1,563 shares) based on the Issuer's total stockholder return relative to the KBW Regional Banking Index.
- (1) No transactions occurred amongst these shares. Intended only to reflect number of shares beneficially owned.

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