

CARNEY CRAIG B
Form 4
May 22, 2018

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 *
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)
05/21/2018

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/21/2018		M	410 A 19,014		D	
Common Stock	05/21/2018		F	125 D \$ 39.31 18,889		D	
Common Stock	05/22/2018		J ⁽²⁾	0 A \$ 0 15,148.93		I	By ESOP
Common Stock	05/22/2018		J ⁽²⁾	0 A \$ 0 127.47		I	By Son
Common Stock	05/22/2018		J ⁽²⁾	0 A \$ 0 133.85		I	By Daughter

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Common Stock 05/22/2018 J(2) 0 A \$ 0 117.01 I By Son

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. Price or Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Restricted Stock Unites	(1)	05/21/2018		M	410	(1) (1)	Common Stock	410	\$ 0

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 Carney By Jason Cove
Attorney-In-Fact 05/22/2018

**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) Result of vesting of an RSU granted May 19, 2016 that was vested on May 21, 2008.
- (2) No transaction occurred amongst these shares. Intended only to reflect number of shares beneficially owned.

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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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