

TRICO BANCSHARES /
Form 4/A
December 08, 2016

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 *
REDDISH THOMAS J

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
12/01/2016

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	11/29/2016		S		9,239	D	\$ 31.3217	51,130	D	
							(1)			
Common Stock	11/30/2016		S		2,628	D	\$ 31.4937	48,502	D	
							(2)			
Common Stock	12/01/2016		S		23,435	D	\$ 31.4047	25,067	D	
							(3)			
Common Stock	12/01/2016		J ⁽⁴⁾		0	A	\$ 0	16,678.37	I	By ESOP

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
12/08/2016

__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 weighted average sales price of multiple sales, ranging from \$31.35 to \$31.45. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.
- (2) Represents the weighted average sales price of multiple sales, ranging from \$31.48 to \$31.62. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.
- (3) Represents the weighted average sales price of multiple sales, ranging from \$31.45 to \$31.52. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.

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(4) No transactions occurred among these shares. Intended only to reflected 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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