

Bender Kevin
Form 4
December 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Bender Kevin

2. Issuer Name and Ticker or Trading Symbol
AMERICAN RIVER BANKSHARES [AMRB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1003 MOONLIT WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2005

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

FOLSOM, CA 95630-7506

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	12/23/2005		J		305	A	\$ 0 6,422	D

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option/right to buy	\$ 8.0317	12/23/2005		J		711		11/17/2004	11/17/2009	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		54		03/19/2005	03/19/2013	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		27		03/19/2006	03/19/2013	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		28		03/19/2007	03/19/2013	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		28		03/19/2008	03/19/2013	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		31		04/21/2005	04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		31		04/21/2006	04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		31		04/21/2007	04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		32		04/21/2008	04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		32		04/21/2009	04/21/2014	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		33		09/21/2006	09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34		09/21/2007	09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34		09/21/2008	09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34		09/21/2009	09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34		09/21/2010	09/21/2015	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bender Kevin 1003 MOONLIT WAY FOLSOM, CA 95630-7506			EVP & CIO	

Signatures

/s/ KEVIN B.
BENDER

12/23/2005

__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).

Remarks:

J = Company declared 5% Stock Dividend

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.