

AMERICAN RIVER BANKSHARES
 Form 4
 May 27, 2014

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 *
 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)
 1969 CAVERSHAM WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2014

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

FOLSOM, CA 95630
 (City) (State) (Zip)

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

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	(D)	Price
Common Stock ⁽¹⁾	05/22/2014	05/22/2014	A		1,656	A	\$ 0 13,430
						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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option/Right to Buy	\$ 8.85	05/22/2014	05/22/2014	A		1,201		05/22/2015	05/22/2024	Common Stock	0
Option/Right to Buy	\$ 8.85	05/22/2014	05/22/2014	A		1,201		05/22/2016	05/22/2024	Common Stock	0
Option/Right to Buy	\$ 8.85	05/22/2014	05/22/2014	A		1,201		05/22/2017	05/22/2024	Common Stock	0
Option/Right to Buy	\$ 8.85	05/22/2014	05/22/2014	A		1,201		05/22/2018	05/22/2024	Common Stock	0
Option/Right to Buy	\$ 8.85	05/22/2014	05/22/2014	A		1,202		05/22/2019	05/22/2024	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bender Kevin 1969 CAVERSHAM WAY FOLSOM, CA 95630			EVP-Chief Operating Officer	

Signatures

/s/ Kevin B. Bender 05/27/2014

**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) Mr. Bender was awarded restricted shares of common stock that vest ratably over five years or 20% per year.

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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