

CARNEY CRAIG B  
Form 4  
May 08, 2018

**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)  
**05/07/2018**

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2018		M	449 A 11	18,743	D	
Common Stock	05/07/2018		F	139 D \$ 37.09	18,604	D	
Common Stock	05/08/2018		J <sup>(2)</sup>	0 A \$ 0	15,148.93	I	By ESOP
Common Stock	05/08/2018		J <sup>(2)</sup>	0 A \$ 0	126.91	I	By Children
Common Stock	05/08/2018		J <sup>(2)</sup>	0 A \$ 0	133.25	I	By Children

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Common Stock      05/08/2018      J<sup>(2)</sup>      0      A      \$ 0      116.49      I      By Children

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 Units	(1)	05/07/2018		M	449	(1)	(1)	Common Stock	449	\$ 0

## Reporting Owners

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

## Signatures

/S/ Craig Carney By Jason Cove      05/08/2018  
Attorney-In-Fact      Date  
\*\*Signature of Reporting Person

## 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 7, 2015 that was vested on May 7, 2018
- (2) No transactions 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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