

TRICO BANCSHARES /  
Form 4  
November 20, 2015

**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 \*  
CUSHMAN M 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)  
63 CONSTITUTION DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/18/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, Strategic Initiatives

(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	(D)	Price
Common Stock	11/18/2015		S		27,849	D	\$ 28.2527 (1)
Common Stock	11/18/2015		S		5,714	D	\$ 28.2918 (2)
Common Stock	11/19/2015		S		37,535	D	\$ 28.1874 (3)
Common Stock	11/20/2015		J <sup>(4)</sup>		0	A	\$ 0
					112	I	By Spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Owned Following Transaction (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
CUSHMAN M J 63 CONSTITUTION DRIVE CHICO, CA 95973			EVP, Strategic Initiatives	

## Signatures

/S/ Michael Cushman by Ryan Bryson  
as-Attorney-in-Fact  
Date: 11/20/2015

\_\_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 sale price of multiple sales at prices ranging from \$28.1000 to \$28.4200. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock
- (2) Represents the weighted average sale price of multiple sales at prices ranging from \$28.1700 to \$28.4300. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock
- (3) Represents the weighted average sale price of multiple sales at prices ranging from \$28.1200 to \$28.3400. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock

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(4) No transaction occurred among these shares. Intended only to reflect 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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