TRICO BANCSHARES /

Form 4 May 08, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

Estimated average

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * SMITH RICHARD P

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

TRICO BANCSHARES / [TCBK]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/07/2015

_X__ Director 10% Owner

(Check all applicable)

X_ Officer (give title below) President & CEO

Other (specify

63 CONSTITUTION DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Α

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICO, CA 95973

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Restricted

Stock Units

2. Transaction Date 2A. Deemed (Month/Day/Year)

05/07/2015

Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

5,566

Code V Amount (D) 5,566

(1)

Price

A

\$0

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: TRICO BANCSHARES / - Form 4

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. Transactic Code (Instr. 8)	5. Number proof 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
Performance Share Units	\$ 0 (2)	05/07/2015		A	5,566	(2)	05/06/2018	Common Stock	5,566

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
SMITH RICHARD P 63 CONSTITUTION DRIVE CHICO, CA 95973	X		President & CEO				

Signatures

/s/ Richard P Smith by Janine Howard, Attorney-in-Fact 05/08/2015

**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 grant of Restricted Stock Units. The shares vest as follows: 25% on May 7, 2016, 25% on May 7, 2017, 25% on May 7, 2018 and 25% on May 7, 2019.
- Represents performance-based restricted stock units (PSUs) that will vest between 0% and 150% of the target number of shares (the number of shares listed in box 5) on May 6, 2018 based on the Issuer's total stockholder return relative to the KBW Regional Banking Index. The PSUs were issued to the Reporting Person pursuant to the Issuer's 2009 Equity Incentive Plan and a Performance Award Agreement and are subject to forfeiture, accelerated vesting and other restrictions as set forth in the plan and the agreement.

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.

Reporting Owners 2