

CARNEY CRAIG B
Form 4
June 20, 2018

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

63 CONSTITUTION DR

(Street)

CHICO, CA 95973

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TRICO BANCSHARES / [TCBK]

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

06/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP Chief Credit Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/19/2018 | | J ⁽¹⁾ | 0 A \$ 0 | 20,409 | D | |
| Common Stock | 06/19/2018 | | J ⁽¹⁾ | 0 A \$ 0 | 15,148.93 | I | By ESOP |
| Common Stock | 06/19/2018 | | J ⁽¹⁾ | 0 A \$ 0 | 127.47 | I | By Son |
| Common Stock | 06/19/2018 | | J ⁽¹⁾ | 0 A \$ 0 | 133.85 | I | By Daughter |
| Common Stock | 06/19/2018 | | J ⁽¹⁾ | 0 A \$ 0 | 117.01 | I | By Son |

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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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (2) | 06/19/2018 | | A | 1,194 | (2) (2) | Common Stock | 1,194 |
| Performance Stock Units | (3) | 06/19/2018 | | A | 1,194 | (3) (3) | Common Stock | 1,194 |

Reporting Owners

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

Signatures

/s/ Craig Carney by Janine Howard,
Attorney-in-Fact

06/20/2018

**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) No transactions occurred among these shares. Intended only to reflect number of shares beneficially owned.

(2) Restricted Stock Unit (RSU) award that vests 25% per year over four-years, beginning on June 19, 2019. Cash dividends are reinvested in additional units at FMV on the dividend payment date. Per unit value on date of grant was \$38.46 (based on the 30-day average closing price of Issuer's common stock).

(3)

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Performance-based restricted stock unit (PSU) grant that cliff vests after three years between 0% and 150% of the target number of shares (the number of shares listed in box 5) based on the Issuers total stockholder return relative to the KBW Regional Banking Index.

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.