

TRICO BANCSHARES /
Form 4
February 19, 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 *
Koehnen Michael W

(Last) (First) (Middle)

63 CONSTITUTION DRIVE

(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)

02/19/2015

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)

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. 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)
				(A) or (D) Code V Amount Price			
Common Stock	02/19/2015		M	4,000 A \$ 17.54	68,961.55	D	
Common Stock	02/19/2015		M	4,000 A \$ 15.34	72,961.55	D	
Common Stock	02/19/2015		M	4,000 A \$ 19.46	76,961.55	D	
Common Stock	02/19/2015 ⁽¹⁾		J ⁽¹⁾	0 ⁽¹⁾ A 11	2,300	I	By Spouse
Common Stock	02/19/2015 ⁽¹⁾		J ⁽¹⁾	0 ⁽¹⁾ A 11	1,700	I	By Children
	02/19/2015 ⁽¹⁾		J ⁽¹⁾	0 ⁽¹⁾ A 11	4,400	I	

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Common Stock									By Self as Trustee for Mother
Common Stock	02/19/2015 ⁽¹⁾		J ⁽¹⁾	0 ⁽¹⁾	A	11	8,600	I	By Self as Trustee for CF Koehnen & Sons Profit Sharing
Common Stock	02/19/2015 ⁽¹⁾		J ⁽¹⁾	0 ⁽¹⁾	A	11	65,214	I	By CF Koehnen and Sons, Inc.

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Common Stock	\$ 17.54	02/19/2015		M	4,000	05/25/2011 05/25/2020	Common Stock	4,000	
Option Common Stock	\$ 15.34	02/19/2015		M	4,000	05/22/2013 05/22/2022	Common Stock	4,000	
Option Common Stock	\$ 19.46	02/19/2015		M	4,000	05/09/2014 05/09/2023	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koehnen Michael W 63 CONSTITUTION DRIVE CHICO, CA 95973		X		

Signatures

/S/ Michael W Koehnen by Jacob Duenas
Attorney-in-Fact

02/19/2015

__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) No transactions 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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