Koehnen Michael W Form 4 May 23, 2018

FORM 4

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

Check this box

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

obligations

1(b).

(Last)

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Koehnen Michael W

> (First) (Middle)

> > (Zip)

63 CONSTITUTION DRIVE

(State)

05/23/2018

05/23/2018

(Street)

2. Issuer Name and Ticker or Trading Symbol

TRICO BANCSHARES / [TCBK]

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

05/22/2018

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

(Check all applicable)

Issuer

Person

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

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

_X__ Director 10% Owner

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Ι

Ι

CHICO, CA 95973

(City)

Common

Common

Stock

Stock

1.Title of Security			3. 4. Securities TransactionAcquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
				(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	05/22/2018		M	1,018	A	<u>(1)</u>	93,007.32	D	
Common Stock	05/23/2018		J(2)	0	A	\$0	2,300	I	By Spouse
Common Stock	05/23/2018		J <u>(2)</u>	0	A	\$0	850	I	By Daughter

0

0

\$0

\$0

4,400

8,600

J(2)

J(2)

By

Mothers

Koehnen

and Sons

Trust

								Profit Sharing
Common Stock	05/23/2018	<u>J(2)</u>	0	A	\$0	65,214	I	Koehnen and Sons

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. Transactic Code (Instr. 8)			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
Restricted Stock Unit	(1)	05/22/2018		M		1,018	<u>(1)</u>	<u>(1)</u>	Common Stock	1,018
Restricted Stock Unit	<u>(3)</u>	05/22/2018		A	1,000		(3)	(3)	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer Other				
Koehnen Michael W 63 CONSTITUTION DRIVE CHICO, CA 95973	X						

Signatures

/s/ Michael Koehnen By Jason Cove 05/23/2018 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 on May 23, 2017 that vested on May 22, 2018

Reporting Owners 2

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- (2) No transaction occurred amongst these shares. Intended only to reflect number of shares beneficially owned.
- (3) Represents the grant of Restricted Stock Units. 100% of the shares vest on 05/21/2019. Cash dividends on RSUs are reinvested in shares of common stock of the issuer at fair market value on the date of dividend payment.

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