

DERENZO MITCHELL A
 Form 4
 February 01, 2005

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 *
 DERENZO MITCHELL A

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN RIVER BANKSHARES [AMRB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3666 BUENA VISTA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President, CFO

SACRAMENTO, CA 95864
 (City) (State) (Zip)

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

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)		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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	01/28/2005		J	873	A \$ 0	18,342	D	

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option/Right to Buy	\$ 5.8437	01/28/2005		J	1,282	05/22/2002 05/22/2007	Common Stock	0
Option/Right to Buy	\$ 14.185	01/28/2005		J	32	03/19/2004 03/19/2013	Common Stock	0
Option/Right to Buy	\$ 14.185	01/28/2005		J	32	03/19/2005 03/19/2013	Common Stock	0
Option/Right to Buy	\$ 14.185	01/28/2005		J	32	03/19/2006 03/19/2013	Common Stock	0
Option/Right to Buy	\$ 14.185	01/28/2005		J	32	03/19/2007 03/19/2013	Common Stock	0
Option/Right to Buy	\$ 14.185	01/28/2005		J	33	03/19/2008 03/19/2013	Common Stock	0
Option/Right to Buy	\$ 20.4	01/28/2005		J	32	04/21/2005 04/21/2014	Common Stock	0
Option/Right to Buy	\$ 20.4	01/28/2005		J	32	04/21/2006 04/21/2014	Common Stock	0
Option/Right to Buy	\$ 20.4	01/28/2005		J	32	04/21/2007 04/21/2014	Common Stock	0
Option/Right to Buy	\$ 20.4	01/28/2005		J	32	04/21/2008 04/21/2014	Common Stock	0
Option/Right to Buy	\$ 20.4	01/28/2005		J	33	04/21/2009 04/21/2014	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERENZO MITCHELL A 3666 BUENA VISTA DRIVE SACRAMENTO, CA 95864			Executive Vice President, CFO	

Signatures

MITCHELL A.
DERENZO

01/28/2005

__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).

Remarks:

J = Company declared 5% Stock Dividend

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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