

TRICO BANCSHARES /  
Form 8-K  
February 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**February 6, 2013**

**TriCo Bancshares**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**0-10661**  
(Commission File No.)

**94-2792841**  
(I.R.S. Employer  
Identification No.)

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**63 Constitution Drive, Chico, California**

(Address of principal executive offices)

**Registrant's telephone number, including area code:(530) 898-0300**

**95973**

(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 6, 2013, the Board of Directors of TriCo Bancshares (the Company) appointed Cory Giese as a director of the Company. Mr. Giese will serve on the Board's audit, information technology and investment/ALCO committees, as well as the Board of Directors of the Company's subsidiary, Tri Counties Bank.

In connection with his appointment, the Board granted Mr. Giese an option to purchase 7,500 shares of the Company's common stock under the Company's 2009 Equity Incentive Plan. The option vests in equal parts on each of the first five anniversaries following the date of grant.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 12, 2013

**TRICO BANCSHARES**  
(Registrant)

By: /s/ Richard P. Smith  
Richard P. Smith  
President and  
Chief Executive Officer