

TRICO BANCSHARES /  
Form 4  
November 20, 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 \*  
CUSHMAN M J

(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)  
11/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

EVP, Strategic Initiatives

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Beneficial Ownership (Instr. 4) |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |           |
| Common Stock                    | 11/18/2015                           |  | S                              | 27,849  | D   | 28.2527  | 44,541  | D |           |
|                                 |                                      |  |                                |   | (1)   |  |   |   |           |
| Common Stock                    | 11/18/2015                           |  | S                              | 5,714   | D   | 28.2918  | 38,827  | D |           |
|                                 |                                      |  |                                |   | (2)   |  |   |   |           |
| Common Stock                    | 11/19/2015                           |  | S                              | 37,535  | D   | 28.1874  | 1,292   | D |           |
|                                 |                                      |  |                                |   | (3)   |  |   |   |           |
| Common Stock                    | 11/20/2015                           |  | J <sup>(4)</sup>               | 0   | A   | \$ 0   | 112   | I | By Spouse |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| CUSHMAN M J<br>63 CONSTITUTION DRIVE<br>CHICO, CA 95973 |               |           | EVP, Strategic Initiatives |       |

## Signatures

/S/ Michael Cushman by Ryan Bryson  
as-Attorney-in-Fact  
Date: 11/20/2015

\_\_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) Represents the weighted average sale price of multiple sales at prices ranging from \$28.1000 to \$28.4200. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock
- (2) Represents the weighted average sale price of multiple sales at prices ranging from \$28.1700 to \$28.4300. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock
- (3) Represents the weighted average sale price of multiple sales at prices ranging from \$28.1200 to \$28.3400. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock

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(4) No transaction 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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