#### TRICO BANCSHARES /

Form 4/A May 08, 2015

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAILEY DANIEL K			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			TRICO BANCSHARES / [TCBK]					(Check all applicable)			
(Last)	(First)	Middle)	3. Date of Earliest Transaction								
			(Month/Day/Year)					Director		Owner	
63 CONSTITUTION DRIVE			05/07/2015				X Officer (give title Other (specify below)  EVP/Retail Banking				
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Mont	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
	05/08/20	05/08/2015									
CHICO, CA 95973								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date 2A. De		eemed	3.				5. Amount of	6. Ownership	7. Nature of	
· · · · · · · · · · · · · · · · · · ·		ion Date, if	Transactio	_			Securities	Indirect			
(Instr. 3) any		Code		Disposed of (D)			Beneficially	(D) or	Beneficial		
		(Month	n/Day/Year)	(Instr. 8)	(Instr. 3,	str. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
								Reported	(IIIsu: 4)	(111811.4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Restricted Stock Units	05/07/2015			A	1,650 (1)	A	\$0	1,650	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.

SEC 1474

(9-02)

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

### Edgar Filing: TRICO BANCSHARES / - Form 4/A

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)	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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	\$ 0 (2)	05/07/2015		A	1,650	(2)	05/06/2018	Common Stock	1,650

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAILEY DANIEL K 63 CONSTITUTION DRIVE CHICO, CA 95973

EVP/Retail Banking

## **Signatures**

/s/ Daniel K Bailey by Janine Howard, Attorney-in-Fact

05/08/2015

\*\*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 grant of Restricted Stock Units. The shares vest as follows: 25% on May 7, 2016, 25% on May 7, 2017, 25% on May 7, 2018 and 25% on May 7, 2019.
- Represents performance-based restricted stock untis (PSUs) that will vest between 0% and 150% of the target number of shares (the number of shares listed in box 5) on May 6, 2018 based on the Issuer's total stockholder return relative to the KBW Regional Banking Index. The PSUs were issued to the Reporting Person pursuant to the Issuers 2009 Equity Incentive Plan and Performance Award Agreement and are subject to forfeiture, accelerated vesting and other restrictions as set forth in the plan and the agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2