

Wright Philip
Form 4
February 19, 2009

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 *
Wright Philip

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)
1300 NORTH FITCH MOUNTAIN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2009

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Director-American River Bank

HEALDSBURG,, CA 95448

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

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | | |
|---------------------|--|----------------------|-----------------|--|------------------|------------------|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option/Right to Buy | \$ 8.5 | 02/18/2009 | 02/18/2009 | A | | 557 | | 02/18/2010 | 02/18/2019 | Common Stock | 0 |
| Option/Right to Buy | \$ 8.5 | 02/18/2009 | 02/18/2009 | A | | 557 | | 02/18/2011 | 02/18/2019 | Common Stock | 0 |
| Option/Right to Buy | \$ 8.5 | 02/18/2009 | 02/18/2009 | A | | 557 | | 02/18/2012 | 02/18/2019 | Common Stock | 0 |
| Option/Right to Buy | \$ 8.5 | 02/18/2009 | 02/18/2009 | A | | 557 | | 02/18/2013 | 02/18/2019 | Common Stock | 0 |
| Option/Right to Buy | \$ 8.5 | 02/18/2009 | 02/18/2009 | A | | 557 | | 02/18/2014 | 02/18/2019 | Common Stock | 0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wright Philip
1300 NORTH FITCH MOUNTAIN ROAD
HEALDSBURG,, CA 95448

Director-American River Bank

Signatures

/s/ Philip A.
Wright

02/18/2009

**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).

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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