

TRICO BANCSHARES /  
Form 4/A  
February 14, 2014

# 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 \*  
**REDDISH THOMAS J**

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRICO BANCSHARES / [tcbk]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/13/2014**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**02/14/2014**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**EVP & Chief Financial Officer**

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) (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 Ownership (Instr. 4)           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                       |
| Common Stock                    | 02/13/2014                           |  | M                              |   | 25,000  | A  | \$ 17.375                                   |
| Common Stock                    | 02/13/2014                           |  | F                              |   | 20,979  | D  | \$ 24.62                                    |
| Common Stock                    | 02/14/2014                           |  | J <sup>(2)</sup>               |   | 0   | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 5,752.9878<br><sup>(4)</sup> <sup>(5)</sup> |
|                                 |                                      |  |                                |   |   |  | 90,367.29 <sup>(1)</sup>                    |
|                                 |                                      |  |                                |   |   |  | 69,388.29 <sup>(1)</sup>                    |
|                                 |                                      |  |                                |   |   |  | D <sup>(3)</sup>                            |

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

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**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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Common Stock Options                       | \$ 17.375  | 02/13/2014                           |  | M                              | 25,000  | 02/17/2004 02/17/2014                                    | Common Stock  | 25,000 |                            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

REDDISH THOMAS J

EVP & Chief Financial Officer

## Signatures

/S/ Thomas J Reddish By Suzanne Youngs  
Attorney-in-Fact

02/14/2014

\_\_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) "Common Stock owned includes shares held in the issuer's ESOP of 20,164.29 shares.

(2) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.

(3) Shares held with a broker.

(4) This was not included with the first Form 4 filed on 2/14/2014.

(5) Son is not a minor so his shares will no longer be reported.

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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