

Hasbrook John S A  
Form 4  
May 23, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Hasbrook John S A

(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)  
05/22/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	05/23/2012		J <sup>(1)</sup>	0	A	\$ 0	2,728 <sup>(2)</sup>	D
Common Stock	05/23/2012		J <sup>(1)</sup>	0	A	\$ 0	5,586.5364	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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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. Amount or Number of Shares
Option Common Stock	\$ 15.34	05/22/2012		A	4,000	05/22/2013 05/22/2022	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hasbrook John S A 63 CONSTITUTION DRIVE CHICO, CA 95973		X		

## Signatures

/S/ John S A Hasbrook By Suzanne Youngs  
Attorney-in-Fact 05/23/2012

\_\_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) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.
- (2) Shares held with broker.

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## Signatures

Henry C. Babb,  
Attorney-in-Fact 05/12/2006

\_\_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) Includes 1,034 shares acquired by the Reporting Person between April 1, 2005 and March 31, 2006 under the Issuers Dividend Reinvestment Plan.
- (2) The totals vary from last filing due to mathematical and recordkeeping errors.
- (3) Includes 299 shares of the Issuer's Common Stock under the 401(k) plan acquired by the Reporting Person between April 1, 2005 and March 31, 2006.
- (4) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 13, 2002, the date of the grant, subject to continued employment.
- (5) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 14, 2001, the date of the grant, subject to continued employment.
- (6) The shares underlying this option became exercisable one-fourth on each of the four anniversaries of June 11, 2003, the date of the grant, subject to continued employment.
- (7) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 30, 2005, the date of the grant, subject to continued employment.

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