

TRICO BANCSHARES /  
Form 8-K  
May 23, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**FORM 8-K**

Current report pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 22, 2012

**TriCo Bancshares**

(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)

0-10661  
(Commission  
File No.)

94-2792841  
(I.R.S. Employer  
Identification No.)

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**63 Constitution Drive, Chico, California**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (530) 898-0300**

**95973**

(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01: Other Events

The Board of Directors of TriCo Bancshares (NASDAQ: TCBK), parent company of Tri Counties Bank, declared a quarterly cash dividend of \$0.09 (nine cents) per share at its meeting held on May 22, 2012. The dividend is payable on June 29, 2012 to holders of record at the close of business on June 15, 2012.

Item 9.01: Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated May 22, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 23, 2012

TRICO BANCSHARES

/s/ Thomas J. Reddish  
Thomas J. Reddish, Executive Vice President and  
Chief Financial Officer (Principal Financial and

Accounting Officer)