

CARNEY CRAIG B
Form 4
March 08, 2019

FORM 4

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

OMB APPROVAL

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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 *
CARNEY CRAIG B

(Last) (First) (Middle)

63 CONSTITUTION DR

(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)

03/06/2019

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)

EVP/Chief Credit 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/06/2019		M ⁽¹⁾		20,000	A	\$ 15.34
Common Stock	03/06/2019		F ⁽¹⁾		14,314	D	\$ 39.91
Common Stock	03/06/2019		M ⁽¹⁾		11,000	A	\$ 19.46
Common Stock	03/06/2019		F ⁽¹⁾		8,386	D	\$ 39.91
Common Stock	03/06/2019		J ⁽²⁾		0	A	\$ 0
					129.35	I	By Children

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Common Stock	03/06/2019	J(2)	0	A	\$ 0	135.82	I	By Children
Common Stock	03/06/2019	J(2)	0	A	\$ 0	118.73	I	By Children
Common Stock	03/06/2019	J(2)	0	A	\$ 0	15,148.93	I	By ESOP

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

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(9-02)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date			
				Code	V	(A)	(D)		Title	Amount or Number of Shares	
Option Common Stock	\$ 15.34	03/06/2019		M		20,000		05/22/2017	05/22/2022	Common Stock	20,000
Option Common Stock	\$ 19.46	03/06/2019		M		11,000		05/09/2018	05/09/2023	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNEY CRAIG B 63 CONSTITUTION DR CHICO, CA 95973			EVP/Chief Credit Officer	

Signatures

/S/ Craig Carney By Jason Cove
Attorney-In-Fact

03/08/2019

**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) This form is being filed to report the exercise of a stock option for a total of 21,000 shares by means of a cashless exercise. As a result of this cashless exercise, the Reporting Person, on a net basis, acquired ownership of an additional 8,300 shares of common stock.
- (2) No transaction occurred among these shares. Intended only to reflect number of shares beneficially owned.

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.