

WAKS STEPHEN H
 Form 4
 February 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WAKS STEPHEN H

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2005

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

3406 SIERRA OAKS DRIVE

(Street)

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

SACRAMENTO, CA 95864

(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 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 (D) Price			
Common Stock	01/28/2005		J	1,503 A \$ 0	31,591	D	

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)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option/right to buy	\$ 3.3166	01/28/2005		J	904	08/25/2000	08/25/2005	Common Stock	0
Option/right to buy	\$ 14.1864	01/28/2005		J	29	03/19/2004	03/19/2013	Common Stock	0
Option/right to buy	\$ 14.1864	01/28/2005		J	29	03/19/2005	03/19/2013	Common Stock	0
Option/right to buy	\$ 14.1864	01/28/2005		J	29	03/19/2006	03/19/2013	Common Stock	0
Option/right to buy	\$ 14.1864	01/28/2005		J	29	03/19/2007	03/19/2013	Common Stock	0
Option/right to buy	\$ 14.1864	01/28/2005		J	29	03/19/2008	03/19/2013	Common Stock	0
Optional Right to Buy	\$ 20.4	01/28/2005		J	43	04/21/2005	04/21/2014	Common Stock	0
Optional Right to Buy	\$ 20.4	01/28/2005		J	43	04/21/2006	04/21/2014	Common Stock	0
Optional Right to Buy	\$ 20.4	01/28/2005		J	44	04/21/2007	04/21/2014	Common Stock	0
Optional Right to Buy	\$ 20.4	01/28/2005		J	44	04/21/2008	04/21/2014	Common Stock	0
Optional Right to Buy	\$ 20.4	01/28/2005		J	44	04/21/2009	04/21/2014	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAKS STEPHEN H 3406 SIERRA OAKS DRIVE SACRAMENTO, CA 95864	X			

Signatures

STEPHEN H.
WAKS

01/28/2005

__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).

Remarks:

J = Company declared 5% Stock Dividend

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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