

Bender Kevin
Form 4
December 27, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bender Kevin

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)
1003 MOONLIT WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CIO

FOLSOM, CA 95630-7506

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/23/2005		J		305	A \$ 0	6,422 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
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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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option/right to buy	\$ 8.0317	12/23/2005		J		711	11/17/2004 11/17/2009	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		54	03/19/2005 03/19/2013	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		27	03/19/2006 03/19/2013	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		28	03/19/2007 03/19/2013	Common Stock	0
Option/right to buy	\$ 13.5103	12/23/2005		J		28	03/19/2008 03/19/2013	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		31	04/21/2005 04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		31	04/21/2006 04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		31	04/21/2007 04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		32	04/21/2008 04/21/2014	Common Stock	0
Option/right to buy	\$ 19.4315	12/23/2005		J		32	04/21/2009 04/21/2014	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		33	09/21/2006 09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34	09/21/2007 09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34	09/21/2008 09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34	09/21/2009 09/21/2015	Common Stock	0
Option/right to buy	\$ 21.1065	12/23/2005		J		34	09/21/2010 09/21/2015	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bender Kevin 1003 MOONLIT WAY FOLSOM, CA 95630-7506			EVP & CIO	

Signatures

/s/ KEVIN B.
BENDER

12/23/2005

__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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