#### TRICO BANCSHARES /

Form 4/A June 10, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Chrysler III Louis Gage			Symbol TRICO BANCSHARES / [TCBK]					K1	Issuer			
(Last) (First) (Middle) 63 CONSTITUTION DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/19/2016					(Check all applicable)  _X_ Director 10% Owner Officer (give title below) Other (specify below)				
	CHICO, CA	(Street) 95973		4. If Ame Filed(Mon 05/23/20	th/Day/Ye		e Original			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person
	(City)	(State)	(Zip)	Tabl	e I - Non	-De	rivative S	ecurit	ies Acq	uired, Disposed	of, or Beneficia	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	3. Transac Code (Instr. 8		4. Securion Acquired Disposed (Instr. 3,	(A) o l of (D	)	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)
	Common Stock	06/10/2016			$J_{\underline{(1)(2)}}$		0	A	\$0	21,081	D	
	Common Stock	06/10/2016			J(1)(2)		0	A	\$ 0	872.26	I	By Spouse shares held with broker
	Common Stock	06/10/2016			J(1)(2)		0	A	\$0	5,118	I	Modern Steel Structures I am the

CEO shares held with broker

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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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	and 5		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1) (3)	05/19/2016		A	1,00	0	(3)	05/18/2017	Common Stock	1,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Chrysler III Louis Gage 63 CONSTITUTION DRIVE CHICO, CA 95973	X						

### **Signatures**

/S/ L. Gage Chrysler By Ryan Bryson Attorney-in-Fact

06/10/2016

\*\*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 amended form is filed solely to report the previously reported grants of Restricted Stock Units in Table II rather than Table I and to the correct the total beneficial ownership of common stock reported in Table I.
- (2) No transactions occurred among these shares. Intended only to reflect number of shares beneficially owned.
- (3) Represents the grant of Restricted Stock Units. 100% of the shares vest on 05/18/2017.

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.

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