

TRICO BANCSHARES /

Form 4/A

August 29, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
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)**08/11/2014**4. If Amendment, Date Original
Filed(Month/Day/Year)
08/12/20145. 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 Ownership (Instr. 4)
Restricted Stock Units	08/11/2014		A	(A) or (D) Amount 1,563 (1) Price \$ 0	1,563	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
Performance Share Units	\$ 0 ⁽²⁾	08/11/2014		A	1,563	⁽²⁾ 08/10/2017	Common Stock	1,563

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 B Carney by Jacob Duenas
Attorney-in-Fact

08/29/2014

 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) Represents the grant of Restricted Stock Units. 100% of the shares vest on 08/10/2018. This amendment corrects the vesting date that was original filed.

Represents performance-based restricted stock units (PSUs) that will vest between 0% and 150% of the target number of shares (the number of shares indicated in Box 5) on August 10, 2017 based on the Issuer's total stockholder return relative to the KBW Regional

(2) Banking Index. The PSUs were issued to the Reporting Person pursuant to the Issuer's 2009 Equity Incentive Plan and a Performance Award Agreement and are subject to forfeiture, accelerated vesting and other restrictions as set forth in the plan and the agreement. This amendment corrects the vesting date that was originally filed.

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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