

TRICO BANCSHARES /
Form 4
March 25, 2014

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 *
AMARAL DONALD J

2. Issuer Name and Ticker or Trading Symbol
TRICO BANCSHARES / [tcbk]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2014

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

(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

(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 (A) or Price (D)		
Common Stock	03/24/2014		M		4,000 A \$ 17.4	9,665	D
Common Stock	03/24/2014		F		2,683 D \$ 25.93	6,982	D
Common Stock	03/24/2014		M		5,000 A \$ 20.58	11,982	D
Common Stock	03/24/2014		F		3,967 D \$ 25.93	8,015	D
Common Stock	03/24/2014		M		2,500 A \$ 15.4	10,515	D
	03/24/2014		F		1,483 D	9,032	D

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Common Stock						\$ 25.93		
Common Stock	03/24/2014		M	5,000	A	\$ 17.54	14,032	D
Common Stock	03/24/2014		F	3,381	D	\$ 25.93	10,651	D
Common Stock	03/24/2014		M	4,000	A	\$ 14.54	14,651	D
Common Stock	03/24/2014		F	2,241	D	\$ 25.93	12,410	D
Common Stock	03/24/2014		M	4,000	A	\$ 15.34	16,410	D
Common Stock	03/24/2014		F	2,365	D	\$ 25.93	14,045	D

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 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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Common Stock	\$ 17.4	03/24/2014		M	4,000	05/04/2005 05/04/2014	Common Stock	4,000	
Option Common Stock	\$ 20.58	03/24/2014		M	5,000	05/24/2006 05/24/2015	Common Stock	5,000	
Option Common Stock	\$ 15.4	03/24/2014		M	2,500	05/20/2009 05/20/2018	Common Stock	2,500	

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Option Common Stock	\$ 17.54	03/24/2014	M	5,000	05/25/2011	05/25/2020	Common Stock	5,000
Option Common	\$ 14.54	03/24/2014	M	4,000	12/20/2012	12/20/2021	Common Stock	4,000
Option Common Stock	\$ 15.34	03/24/2014	M	4,000	05/22/2013	05/22/2022	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMARAL DONALD J			X	

Signatures

/S/ Donald Amaral By Suzanne Youngs Attorney-in-Fact	03/25/2014
**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).

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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