

REDDISH THOMAS J  
Form 4  
May 16, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**REDDISH THOMAS J**

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/13/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP & Chief Financial 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)    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                      |
| Common Stock                    | 05/13/2011                           |  | M                              | 10,000 A \$ 8.2   | 48,493.96   | D <sup>(1)</sup>   |                                      |
| Common Stock                    | 05/16/2011                           |  | J <sup>(2)</sup>               | 0 A \$ 0  | 1,299.1827  | I  | By daughter shares held with broker  |
| Common Stock                    | 05/16/2011                           |  | J <sup>(2)</sup>               | 0 A \$ 0  | 1,270.6277  | I  | By minor son shares held with broker |

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Common Stock      05/16/2011      J<sup>(2)</sup>      0      A      \$ 0      5,678.2396      D<sup>(3)</sup>

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)

| 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)          | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options Common                       | \$ 8.2   | 05/13/2011                           |  | M                              | 10,000  | 06/12/2001   | 06/12/2011  | Common Stock |                  |                 |       | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                               |       |
|--------------------------------|---------------|-----------|-------------------------------|-------|
|                                | Director      | 10% Owner | Officer                       | Other |
| REDDISH THOMAS J               |               |           | EVP & Chief Financial Officer |       |

## Signatures

/S/ Thomas J. Reddish By Suzanne Youngs  
Attorney-in-Fact      05/16/2011

\*\*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) ESOP shares of 17,239.96 are included in the total.
- (2) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.
- (3) Shares held with broker.

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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