

Hunter Glenn C
Form 4
June 20, 2018

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 *
Hunter Glenn C

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)

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

63 CONSTITUTION DRIVE

06/19/2018

SVP Chief Human Resource Office

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

CHICO, CA 95973

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 (D)	Price		
Common Stock	06/19/2018		J(1)	0	A	\$ 0	3,713	D	
Common Stock	06/19/2018		J(1)	0	A	\$ 0	940.26	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code	V	(A)	(D)	
Restricted Stock Units	<u>(2)</u>	06/19/2018		A	791	<u>(2)</u>	<u>(2)</u>	Common Stock	791
Performance Stock Units	<u>(3)</u>	06/19/2018		A	791	<u>(3)</u>	<u>(3)</u>	Common Stock	791

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunter Glenn C 63 CONSTITUTION DRIVE CHICO, CA 95973			SVP Chief Human Resource Officer	

Signatures

/s/ Glenn Hunter by Janine Howard,
 Attorney-in-Fact

06/20/2018

__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) No transaction occurred among these shares. Intended only to reflect number of shares beneficially owned.
- (2) Restricted Stock Unit (RSU) award that vests 25% per year over four-years, beginning June 19, 2019. Cash dividends are reinvested in additional units at FMV on the dividend payment date. Per unit value on date of grant was \$38.46 (based on the 30-day average closing price of Issuer's common stock).
- (3) Performance-based restricted stock unit (PSU) grant that cliff vests after three years between 0% and 150% of the target number of shares (the number of shares listed in box 5) based on the Issuer's total stockholder return relative to the KBW Regional Banking Index.

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.