Chrysler III Louis Gage Form 4 May 24, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Chrysler III Louis Gage

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

TRICO BANCSHARES / [tcbk]

(Check all applicable)

63 CONSTITUTION DRIVE

(First)

(Street)

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

05/22/2012

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

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHICO, CA 95973

,							Person		
(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) 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	05/24/2012		J <u>(1)</u>	0	A	\$ 0	867.144	I	By spouse shares held with broker
Common Stock	05/24/2012		J <u>(1)</u>	0	A	\$0	6,600	I	Modern Steel Structures I am the CEO shares held with broker.
Common Stock	05/24/2012		<u>J(1)</u>	0	A	\$0	4,825	I	Modern Bldg CO Pension &

Profit sharing I am the CEO shares held with broker.

Common Stock

05/24/2012

J(1)

0

\$0

8,853.936

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)

4.

1. Title of	2.
Derivative	Conversion
Security	or Exercise
(Instr. 3)	Price of
	Derivative
	Security

sion cise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

Transaction of Derivative Expiration Date Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Disposed of (D) (Instr. 3, 4, and 5)

5. Number

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Code V (A) (D)

Option

Common \$ 15.34 Stock

05/22/2012

4,000 Α

05/22/2013 05/22/2022

Common

4,000 Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chrysler III Louis Gage **63 CONSTITUTION DRIVE**

X

Signatures

CHICO, CA 95973

/S/ Gage Chrysler By Suzanne Youngs Attorney-in-Fact

05/24/2012

**Signature of Reporting Person

Date

Reporting Owners 2

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 transactions occurred among these shares, intended only to reflect number of shares beneficially owned.

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.