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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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 Ryan Bryson  
Attorney-in-Fact  
12/08/2016

\_\_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 weighted average sales price of multiple sales, ranging from \$31.35 to \$31.45. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.
- (2) Represents the weighted average sales price of multiple sales, ranging from \$31.48 to \$31.62. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.
- (3) Represents the weighted average sales price of multiple sales, ranging from \$31.45 to \$31.52. Full information regarding the number of shares sold at each separate price can be made available upon request of the SEC staff, TriCo Bancshares or any holder of TriCo Bancshares common stock.

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(4) No transactions occurred among these shares. Intended only to reflected 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.

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