

TRICO BANCSHARES /
Form DEF 14A
April 27, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TriCo Bancshares
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(4) Date Filed:

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TriCo Bancshares

63 Constitution Drive

Chico, California 95973

Phone: (530) 898-0300

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

To our Shareholders:

On Thursday, May 19, 2016, TriCo Bancshares will hold its annual meeting of shareholders at its headquarters located at 63 Constitution Drive, Chico, California. The meeting will begin at 5:00 p.m. Pacific Time. As described in more detail on page 1 of the attached proxy statement, we have rescheduled the date of the meeting and are sending these proxy materials to all shareholders that are entitled to vote. If you are unable to attend the meeting and vote in person, it is important that you vote by returning the enclosed proxy card or, if applicable, by following the instructions on the proxy card and voting online. Otherwise, your shares will not be voted at the meeting.

Shareholders who owned shares of our common stock at the close of business on March 21, 2016, may attend and vote at the meeting. At the meeting, shareholders will be asked to:

1. Elect 11 directors for terms expiring at the 2017 annual meeting of shareholders. The 11 nominees are listed on page 6 of the attached proxy statement.
2. Approve an advisory resolution concerning the compensation of our executives.
3. Ratify the selection of Crowe Horwath LLP as our independent registered public accounting firm for 2016.
4. Attend to any other business properly presented at the meeting.

We do not know of any other business that will come before the meeting. In order to vote without attending the meeting, you may sign and date the enclosed proxy and voting instruction card and return it in the postage prepaid envelope. We are mailing these proxy materials to shareholders beginning on or about April 27, 2016.

As a shareholder, your vote is important. Whether or not you plan to attend the meeting in person, it is important that you vote as soon as possible to ensure that your shares are represented. We request that all shareholders be present at the meeting in person or by proxy to ensure that we have a quorum.

By Order of the Board of Directors,

Secretary

Chico, California

April 27, 2016

YOUR VOTE IS IMPORTANT TO TRICO BANCSHARES.

Regardless of whether you plan to attend the meeting in person, we
urge you to

vote in favor of each of the proposals as soon as possible.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF

PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON MAY 19, 2016

TriCo's Annual Report on Form 10-K for the period ending December 31, 2015 and the 2016 Proxy Statement are
available at www.tcbk.com/about/investor-relations/sec-filings.

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QUESTIONS AND ANSWERS

1. Q: Why am I receiving these materials?

A: The Board of Directors of TriCo Bancshares is providing these proxy materials to you in connection with the solicitation of proxies for its annual meeting of shareholders, which will take place on May 19, 2016 and any adjournments and postponements of the annual meeting, which we refer to as the meeting. As a shareholder of TriCo as of the record date for the meeting, which is March 21, 2016, you are invited to attend the meeting and may vote on the proposals described in this proxy statement.

2. Q: Why am I receiving a second set of these materials?

A: Earlier this year, TriCo provided proxy materials and its 2015 annual report to its shareholders as of the record date before copies of the proxy materials were filed with the Securities and Exchange Commission, which we refer to as the SEC. In order to comply with SEC rules, we are re-mailing our proxy materials to all shareholders entitled to vote at the meeting after filing these proxy materials with the SEC. TriCo has also rescheduled the meeting to May 19, 2016 in order to allow shareholders an opportunity to return proxy cards and vote online. TriCo revised these proxy materials to reflect the new date of the meeting, to include an explanation about these revised proxy materials and to provide information about TriCo's planned use of a proxy solicitation firm. Otherwise, the information in this proxy statement has not changed.

3. Q: If I voted online or by returning a proxy card before receiving these materials, do I need to vote again?

A: Yes, you should return a second proxy card or vote online a second time following the instruction on the proxy card included with this proxy statement. Only proxies returned after the mailing of this proxy statement will be considered valid and will be voted at the meeting. If you don't vote again, your vote will not be counted at the meeting.

4. Q: What information is contained in these materials?

A: The information included in this proxy statement relates to the proposals to be voted on at the meeting, the voting process, the compensation of our directors and executive officers and certain other required information.

5. Q: Who may vote at the meeting?

A: Only shareholders of record at the close of business on the record date of March 21, 2016 may vote at the meeting. As of the record date, 22,785,173 shares of our common stock were issued and outstanding. Each shareholder is entitled to one vote for each share of common stock held on the record date.

6. Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?

A: Most shareholders hold shares through a stockbroker, bank or other nominee rather than directly in their own name. The distinctions between shares held of record and shares owned beneficially are summarized below.

Shareholder of Record

If your shares are registered directly in your name with our transfer agent, Computershare, you are considered to be the *shareholder of record* of those shares and these proxy materials are being sent directly to you by TriCo. As the *shareholder of record*, you have the right to vote by proxy or to vote in person at the meeting. In that case, we have enclosed a proxy card for you to use.

Beneficial Owner

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered to be the *beneficial owner* of shares held *in street name* and these proxy materials are

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being forwarded to you by your broker or nominee which is considered to be the *shareholder of record* of those shares. As the beneficial owner, you have the right to direct your broker how to vote and are also invited to attend the meeting. If you wish to vote these shares at the meeting, you must contact your bank or broker for instructions. Your broker or bank has enclosed a voting instruction card for you to use in directing the broker or bank how to vote your shares for you.

7. Q: What may I vote on at the meeting?

A: You may vote to elect 11 nominees to serve on our Board of Directors for terms expiring at the next annual meeting, on an advisory proposal concerning our executive compensation and to ratify the selection of Crowe Horwath LLP as our independent registered public accounting firm for 2016.

8. Q: How does the Board of Directors recommend I vote?

A: The Board of Directors recommends that you vote your shares (1) FOR election of each of the 11 director nominees named in this proxy statement, (2) FOR approval, on an advisory basis, of the compensation of our executives as disclosed in this proxy statement and (3) FOR ratification of Crowe Horwath LLP as our independent registered public accounting firm for 2016.

9. Q: How can I vote my shares?

A: You may vote either in person at the meeting or by appointing a proxy. Please refer to the instructions included on your proxy card to vote by proxy. If you hold your shares through a bank, broker or other nominee, then you may vote by the methods your bank or broker makes available, using the instructions the bank or broker has included with this proxy statement.

10. Q: How are votes counted?

A: In the election of directors, you may vote FOR all of the director nominees or your vote may be WITHHELD with respect to one or more nominees. In addition, under California law and our bylaws, shareholders are entitled to cumulate votes in the election of the directors by following the procedures described at Corporate Governance, Board Nomination and Board Committees--Nomination and Election of Directors. If the proxy is marked FOR all of the director nominees or not marked with respect to election of directors, authority will be granted to the persons named in the proxy to cumulate votes if they so choose and to allocate votes among the nominees in such a manner as they determine is necessary in order to elect all or as many of the nominees as possible.

You may vote FOR, AGAINST or ABSTAIN from voting on the advisory proposal concerning executive compensation and the ratification of Crowe Horwath LLP as our independent registered public accounting firm for 2016.

11. Q: How are abstentions and broker non-votes treated?

A: Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present at the meeting. Abstentions will not impact the election of directors but will have the same effect as a vote against each of the other proposals. Broker non-votes will not be counted as shares voting on the proposals.

12. Q: Can I change my vote?

A: You have the right to revoke your proxy at any time before the meeting by:

providing written notice to TriCo's corporate secretary and voting in person at the meeting, or appointing a new proxy before the meeting begins.

Attending the meeting will not by itself revoke a proxy unless you specifically revoke your proxy in writing. If you are a beneficial owner, you must follow the instructions provided by your broker, bank

or other nominee to change your vote.

- 13. Q: What if I own shares through TriCo s Employee Stock Ownership Plan and Trust?**
A: For present or past employees of TriCo, your proxy includes any shares held in your account under our employee stock ownership plan and trust.

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14. Q: What does it mean if I get more than one proxy card for the meeting?

A: If your shares are registered differently and are held in more than one account, then you will receive more than one card. Be sure to vote all of your accounts so that all of your shares are voted. We encourage you to have all accounts registered in the same name and address. If you are a shareholder of record, you can accomplish this by contacting Computershare, PO Box 30170, College Station, TX 77842 (or, for overnight courier deliveries, 211 Quality Circle, Suite 210, College Station, TX 77845) or by telephone at 1-800-676-0712.

15. Q: Who may attend the meeting?

A: All shareholders who owned shares of our common stock on March 21, 2016, may attend the meeting. You may indicate on the enclosed proxy card if you plan to attend the meeting.

16. Q: How will voting on any other business be conducted?

A: We do not know of any business to be considered at the meeting other than election of 11 directors, the advisory vote on the compensation of our executives and the ratification of Crowe Horwath LLP as our independent registered public accounting firm for 2016. If any other business is properly presented at the meeting and Trico did not have notice of such proposal a reasonable time before the date of this proxy statement, your proxy gives Richard P. Smith, our president and chief executive officer, and Richard O Sullivan, executive vice president of our subsidiary, Tri Counties Bank, authority to vote on these matters in their discretion.

17. Q: Where and when will I be able to find the results of the voting?

A: The results of the voting will be announced at the meeting. We will also publish the final results in a report on Form 8-K to be filed with the SEC following the meeting.

18. Q: Is my vote confidential?

A: Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within TriCo or to third parties except:

as necessary to meet applicable legal requirements,
to allow for the counting and certification of votes, or
to help our Board solicit proxies.

19. Q: When are shareholder proposals for the 2017 annual meeting due?

A: All shareholder proposals to be considered for inclusion in our proxy statement for the 2017 annual meeting must be received at our principal office by December 28, 2016. Shareholder nominations for directors must be received by our president as described at Corporate Governance, Board Nomination and Board Committees--Nomination and Election of Directors.

20. Q: Who will bear the cost of soliciting proxies for the meeting and how will these proxies be solicited?

A: We will pay the cost of preparing, assembling, printing, mailing and distributing these proxy materials, including the charges and expenses of brokers, banks, nominees and other fiduciaries who forward proxy materials to their principals. Proxies may be solicited by mail, in person, by telephone or by electronic communication by our officers and employees who will not receive any additional compensation for these solicitation activities.

TriCo has retained Georgeson Inc. to assist with the solicitation of proxies for the meeting. TriCo expects to pay Georgeson Inc. a fee of \$9,000 plus customary costs and expenses for these services.

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PROPOSALS TO BE VOTED ON AT THE ANNUAL MEETING

1. Election of Directors

Eleven directors will be elected this year for terms expiring at our annual meeting in 2017. Each nominee is currently serving as a director of TriCo. The nominees for election are:

Donald J. Amaral	William J. Casey	L. Gage Chrysler III
Craig S. Compton	Cory W. Giese	John S. A. Hasbrook
Patrick W. Kilkenny	Michael W. Koehnen	Martin A. Mariani
Richard P. Smith	W. Virginia Walker	

Brief biographies of the director nominees are found at Board of Directors. These biographies include each nominee's age, business experience, a description of some of the experience, qualifications, attributes or skills that led us to conclude that each nominee should serve as a director of the company and certain other information.

The 11 nominees receiving the most affirmative votes cast at the meeting will be elected as directors assuming a quorum is present. Consequently, any shares not voted at the meeting, whether by abstention or otherwise, will have no effect on the election of directors. If any of the nominees should unexpectedly decline or become unable to serve, the proxies we are soliciting may be voted for a substitute nominee or the Board may reduce the size of the Board.

Shareholders may cumulate their votes when electing directors. To do so, you must follow the procedures set forth in our bylaws which are described at Corporate Governance, Board Nomination and Board Committees--Nomination and Election of Directors.

The Board recommends a vote FOR the election of all 11 nominees.

2. Advisory Vote Concerning Executive Compensation

We are asking our shareholders to approve, on an advisory (nonbinding) basis, the compensation of our named executive officers as disclosed in this proxy statement. At the meeting, shareholders will have the opportunity to endorse or not endorse our executive compensation programs through an advisory (nonbinding) vote on the compensation of our named executive officers as disclosed in this proxy statement.

Detailed information about the compensation of our executive officers is included in the sections titled *Compensation of Named Executive Officers* beginning on page 19 and *Compensation Discussion and Analysis*, beginning on page 33. Our executive compensation programs are designed to attract and retain well-qualified executives and to link executive officer compensation to and to reward executive officers for the company's financial performance and the creation of shareholder value. We believe that our executive compensation programs achieve these objectives.

The Board will consider the proposal to be adopted if a majority of the shareholders present and voting on the proposal vote in favor of the proposal. As an advisory vote, this proposal is not binding on TriCo. However, our Board of Directors and our compensation and management succession committee value the opinions of our shareholders and will consider the outcome of the vote when making future compensation decisions regarding our named executive officers.

The Board recommends a vote FOR approval of the advisory proposal to approve our executive compensation program as described in this proxy statement.

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3. Ratification of Selection of Independent Registered Public Accounting Firm

Our audit committee has selected the firm of Crowe Horwath LLP as our independent registered public accounting firm for 2016. Crowe Horwath has served as our principal independent registered public accounting firm since 2012.

The affirmative vote of a majority of those shareholders present and voting at the meeting will ratify the selection of Crowe Horwath as our independent registered public accounting firm. If shareholders fail to ratify the appointment of Crowe Horwath, the audit committee will reconsider whether or not to retain that firm. Even if appointment is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time.

The following audit services were performed by Crowe Horwath for the year ended December 31, 2015:

examination of our financial statements and our employee benefit plans,

services related to our filings with the SEC, and

consultation on matters related to accounting, financial reporting, tax returns, internal controls, regulatory compliance and mergers and acquisitions.

Additional information concerning the services that Crowe Horwath performed for TriCo in 2015 can be found at [Independent Registered Public Accounting Firm](#) and [Report of the Audit Committee](#).

***The Board recommends a vote FOR the ratification of the selection of
Crowe Horwath LLP as our independent registered public accounting firm for 2016.***

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BOARD OF DIRECTORS

There are currently 12 members of the Board of Directors of TriCo, each of whom is listed and described below. Each director serves as a director of both TriCo and Tri Counties Bank, TriCo's wholly owned subsidiary. The directors also serve on committees of the Board of Directors of Tri Counties Bank in addition to the TriCo Board committees discussed below. Unless otherwise indicated, each director has engaged his or her current profession for at least the past five years.

At the meeting, shareholders will elect 11 directors to serve for terms expiring at TriCo's 2017 annual meeting of shareholders. Each of the following persons is nominated for reelection as a director at the meeting other than Mr. Wells, who will retire at the meeting and, therefore, will not stand for reelection.

William J. Casey

William J. Casey, age 71, has been a director since 1989. He is the chairman of our Board of Directors, chairman of our compensation and management succession committee, chairman of our nominating and corporate governance committee and a member of our audit committee. Mr. Casey has been a self-employed healthcare consultant since 1983. Mr. Casey earned an MPA degree from the University of Southern California. He has served on the audit committees of other public companies. Mr. Casey is Mr. Giese's father-in-law.

We have nominated Mr. Casey because we believe that his leadership qualities, knowledge and experience on the boards of other public companies are important to the Board's effectiveness and in his role as Chairman. In addition, his knowledge of corporate governance, finance and accounting matters make him well-suited to serve on our nominating and corporate governance committee and our audit committee.

Donald J. Amaral

Donald J. Amaral, age 63, has been a director since 2003. Mr. Amaral is chairman of our audit committee and a member of our compensation and management succession committee. He served on our nominating and corporate governance committee from 2005 to 2014. Mr. Amaral also chairs the bank's subsidiary enterprise risk management committee. He was chairman and chief executive officer of Coram Healthcare Corporation, a home infusion therapy company, from 1995 to 1999. Mr. Amaral has a bachelor's degree in accounting and an MBA degree. Retired since 1999, he served as chief executive officer and chief financial officer of various companies for over 25 years.

We have nominated Mr. Amaral because his education, knowledge and experience allow him to provide the Board with insight regarding financial and accounting matters and to serve on our audit committee as an audit committee financial expert. In addition we believe that his professional experience and leadership qualities contribute to the effectiveness of the Board and the committees on which he serves.

L. Gage Chrysler III

L. Gage Chrysler III, age 62, has been a director since 2008. Until the end of 2015, Mr. Chrysler was the president and chief executive officer of Modern Building, Inc., a construction company, where he continues to be employed in a nonexecutive position. He also serves as a director of the Salvation Army Advisory Board, Mid Valley Title and the CSUC Chico Alumni Association, Chico Chapter. Mr. Chrysler has a bachelor's degree in business specializing in

finance.

We nominated Mr. Chrysler because of his leadership experience and community involvement. In addition, his experience in construction allows him to provide valuable insights to the Board concerning construction lending and the state of the construction industry and real estate markets generally.

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Craig S. Compton

Craig S. Compton, age 60, has been a director since 1989. Mr. Compton is a member of our compensation and management succession committee and our nominating and corporate governance committee. He has served as the president, chief executive officer and chief financial officer of AVAG, Inc., an aerial application business, for over 30 years and has been a principal in his family rice farming partnership for over 25 years. Mr. Compton is also the owner of A&P Helicopters, a commercial helicopter business. He is a director of Environmental Alternatives Foster Care Agency and the Associated Rice Marketing Cooperative. He holds a B.S. in Business Administration from California State University, Chico.

We nominated Mr. Compton based on his leadership experience and community involvement. His business background as a chief executive officer, chief financial officer and business owner contribute to his effective service as a board member and as a member of our compensation and management succession committee and our nominating and corporate governance committee.

Cory W. Giese

Cory W. Giese, age 37, has been a director since 2013. Mr. Giese is a member of our audit committee and was a member of our compensation and management succession committee from 2014 to 2015. He also serves as chair of our information technology steering committee. Mr. Giese is a certified public accountant and is a principal at Giese Swany, LLC, a certified public accounting firm in Truckee, California. He is also a managing partner of a privately held real estate investment entity. He holds a B.S. in Business Administration from California State University, Chico and a Master of Accounting from Washington State University. Mr. Giese is Mr. Casey's son-in-law.

We nominated Mr. Giese based on his business background and his ties to and familiarity with several of the communities in which we operate. In particular, Mr. Giese's education and experience in accounting as a certified public accountant qualify him to serve on our audit committee.

John S. A. Hasbrook

John S. A. Hasbrook, age 56, has been a director since 2002. Mr. Hasbrook is a member of our compensation and management succession committee, our nominating and corporate governance committee and was a member of our audit committee from 2003 to 2014. Mr. Hasbrook serves as chairman of the director loan committee of Tri Counties Bank. He is active in several agricultural and investment enterprises. He is president of SunWest Wild Rice Co., Inc.; president of Hasbrook-Fetter Farms, Inc.; vice president, marketing of SunWest Foods, Inc., a food marketing company; and serves as an officer for other agricultural-related entities. Mr. Hasbrook also serves as a director of Santa Clara University's Food & Agribusiness Institute. Mr. Hasbrook has a BSC degree in finance and an MBA degree in agribusiness from Santa Clara University.

We nominated Mr. Hasbrook because of his experience in the areas of finance, marketing, banking and agri-business. His broad business experience and community involvement provides the Board with valuable insights concerning the primary communities in which the bank operates and the agricultural industry in particular.

Patrick W. Kilkenny

Patrick W. Kilkenny, age 69, has been a director since 2014. He is a member of our audit committee. Mr. Kilkenny was a director of North Valley Bancorp from 2011 until its merger with TriCo in 2014. He has been a business consultant in business finance, banking and capital markets since 2011. Formerly, he was the Chairman, President and

Chief Executive Officer of the National Bank of the Redwoods and President and Chief Executive Officer of Redwood Empire Bancorp, its holding company, which were based in Santa Rosa, California.

We nominated Mr. Kilkenny based primarily on his leadership experience and his community banking experience.

Michael W. Koehnen

Michael W. Koehnen, age 55, has been a director since 2002. He has been our vice chairman since 2010. Mr. Koehnen is a member of our compensation and management succession committee and our nominating and

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corporate governance committee and served on our audit committee from 2003 to 2006. He is the owner and president of C.F. Koehnen & Sons, a third-generation family farming and beekeeping company. Mr. Koehnen is also president and owner of Riverwest Processing, an almond processing company, and several other agricultural-related entities.

We nominated Mr. Koehnen because of his leadership experience and knowledge of corporate governance and compensation-related matters. In addition, his involvement in businesses related to agricultural industry allows him to provide valuable insights to the Board.

Martin A. Mariani

Martin A. Mariani, age 59, has been a director since 2014. He serves on our compensation and management succession committee and our nominating and corporate governance committee. He farms almonds and walnuts and is a partner in Mariani Nut Company of Winters, California. He is also a managing member of Monticello Farming Company and Scribe Winery. Mr. Mariani was a director of North Valley Bancorp from 2004 until its merger with TriCo in 2014. Previously, he was a director of Yolo Community Bank. He is a board member, treasurer and chairman of the audit committee of the California Walnut Marketing Board and a commissioner and board member of Sutter Downs Hospital Foundation.

We nominated Mr. Mariani based primarily on his agricultural industry background and his familiarity with the community banking industry.

Richard P. Smith

Richard P. Smith, age 58, has been a director since 1999. He has served as the president and chief executive officer of TriCo and the bank since 1999. Mr. Smith joined the bank in 1994 as vice president and chief information officer. He was senior vice president-customer/employee support and control from 1997 until 1998, when he was promoted to executive vice president in the same capacity. Mr. Smith was named president of the bank and executive vice president of TriCo in 1998. Mr. Smith served as chairman of the California Bankers Association during 2011 and is currently a member of its board of directors and several of its committees.

We have nominated Mr. Smith because we believe that including the president and chief executive officer on the Board is important and assists the Board in keeping abreast of TriCo's operations and management's progress on corporate initiatives. Further, Mr. Smith has over 20 years of banking experience, including 17 as the bank's chief executive officer. This experience allows him to provide valuable insights to the Board concerning the banking industry and the bank in particular.

W. Virginia Walker

W. Virginia Walker, age 71, has been a director since 2009. She serves on our audit committee and our nominating and corporate governance committee and served on our compensation and management succession committee from 2009 to 2015. She is also the chair of the bank's investment/ALCO committee. Ms. Walker is the General Manager of the Jamison Group LLC, a consulting group specializing in finance, marketing and strategy for high tech companies. Her professional experience includes work at companies ranging from start-ups to those with a billion dollars in annual revenue. From 2001 to 2007 she held various executive management positions with Enea AB, a software and services company, where she was most recently Senior Vice President, Corporate Strategy and Marketing.

Our decision to nominate Ms. Walker is primarily based on her marketing, finance and public affairs experience, her over 30 years of experience as a chief financial officer, in addition to her management experience gained in large,

complex organizations, and her long-standing ties to the community in which the bank is headquartered.

J. M. (Mike) Wells, Jr.

J. M. Wells, Jr., age 75, has been a director since 2014. Mr. Wells is a retired attorney. He was the chairman of North Valley Bancorp from 1973 until its merger with TriCo in 2014. Mr. Wells is not standing for reelection and will retire from the Board following the meeting.

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**CORPORATE GOVERNANCE, BOARD NOMINATION
AND BOARD COMMITTEES**

Corporate Governance

We have long believed that good corporate governance is important to ensure that TriCo is managed for the long-term benefit of our shareholders. We continue to review our corporate governance policies and practices along with provisions of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Act, the rules of the SEC and the listing standards of the Nasdaq Stock Market. We have adopted a code of ethics that applies to our principal executive officer, principal financial officer and persons performing similar functions. You can view our code of business conduct, our code of ethics for our principal executive officers and senior financial officers, our audit committee charter, our nominating and corporate governance committee charter and our compensation and management succession committee charter on our website at www.tricountiesbank.com under About Tri Counties Bank--Investor Relations--Corporate Governance, or receive copies by contacting our corporate secretary in writing at TriCo Bancshares, 63 Constitution Drive, Chico, California 95973, or by telephone at (530) 898-0300.

Board Leadership Structure

The positions of chairman of the Board of Directors and of president and chief executive officer are held by different persons. This has been the case since the company's inception. We believe that this structure is appropriate for TriCo because it segregates the duties of managing the operations of Trico from the leadership and oversight responsibilities of our Board. Our chairman also serves as our lead director. We believe that this is appropriate because our chairman is an independent director and the position of chairman is separate from that of executive management.

Our non-employee directors meet regularly in executive sessions. Executive sessions are chaired by the independent director then serving as lead director. Mr. Casey was our lead director in 2015 and will continue to serve as lead director in 2016.

The Board's Role in Enterprise Risk Oversight

Our Board is responsible for overseeing risk management for the company. Our management is responsible for the day-to-day management of these risks across the company.

The full Board engages in periodic discussions related to risk management with executive officers and other employees as the Board deems appropriate. In addition, several Board committees have been assigned oversight responsibility for specific areas of risk and risk management is an agenda topic at regular committee meetings. The committees consider risks within their areas of responsibility. For example, the compensation and management succession committee considers risks that may result from our compensation programs, the loan committee of the bank, which is comprised of members of the Board of Directors, focuses on risks related to credit and interest rates, and the audit committee reviews and approves the annual plans for the company's and the bank's external audits, internal monitoring and compliance functions. The audit committee also reviews and approves the annual assessment of the company's enterprise risk management process and considers any need for periodic third-party evaluations of such process. The audit committee has authority to conduct any investigation appropriate to fulfilling its responsibilities, and has direct access to all persons in the company. The Board also assigns other specific risk-related

assessment matters to the audit committee from time to time.

Director Independence

We believe that independent directors play an important role in TriCo's corporate governance and are committed to ensuring that at least a majority of our directors are independent. Our corporate governance guidelines provide that a director is independent if he or she does not have a material relationship with TriCo directly or indirectly as a partner, shareholder or officer of an organization that has a relationship with TriCo, and otherwise qualifies as

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independent under the applicable rules of the Securities Exchange Act of 1934, as amended, and Nasdaq. Our independence determinations are based upon a review of all relevant transactions and relationships between TriCo, our senior management and our accountants, on the one hand, and each director and his or her family members, on the other hand.

Our Board has affirmatively determined that the following 10 of our 12 current directors are independent as defined by Nasdaq Marketplace Rule 5605(a)(1) and our own corporate governance guidelines: Mr. Amaral, Mr. Casey, Mr. Compton, Mr. Giese, Mr. Hasbrook, Mr. Kilkenny, Mr. Koehnen, Mr. Mariani, Ms. Walker and Mr. Wells. Mr. Smith is not considered independent because is employed as our president and chief executive officer. Mr. Chrysler is not considered independent because his construction company has provided services to Tri Counties Bank during the past three years.

Transactions with Related Persons

Our nominating and corporate governance committee is charged with monitoring and reviewing issues involving potential conflicts of interest and reviewing and approving all related party transactions. We have a policy adopted by our Board of Directors for reviewing transactions between TriCo and our directors and executive officers, their family members and entities with which they have a position or relationship. Our procedures for transactions with related persons are intended to determine whether any such related person transaction impairs the independence of a director or presents a conflict of interest on the part of a director or executive officer. All transactions between TriCo and related persons may be consummated only if our nominating and corporate governance committee approves such transaction in accordance with the procedures set forth in our policy.

We annually require each of our directors and executive officers to complete a questionnaire that seeks information about related person transactions. Our nominating and corporate governance committee and Board of Directors annually review all transactions and relationships disclosed in the questionnaires, and the Board makes a formal determination regarding each director's independence under our corporate governance guidelines.

During 2015 and 2016, the bank paid Modern Building Inc. \$996,664 for construction services performed during 2015 related to new and existing bank facilities. During 2015, Mr. Chrysler owned 51% of Modern Building and served as its president. The Board believes that these construction services were provided only in accordance with the policy described above. Otherwise, there were no transactions or series of similar transactions during 2015, or any currently proposed transaction, to which TriCo was or is to be a party, in which the amount involved exceeded \$120,000 or in which any of our directors, director nominees, executive officers or any shareholder owning 5% or more of our common stock, or any member of the immediate family or associate of any of the foregoing persons, had or will have a direct or indirect material interest.

Indebtedness of Management

Some of our directors, executive officers and their immediate family members and associates are customers of Tri Counties Bank and we expect to have banking transactions with them in the future. The loan committee of the bank reviews the terms and fairness of any loans made by the bank to our directors and officers. We have concluded that all such loans and commitments to lend were made in the ordinary course of our business and complied with applicable laws. Terms, including interest rates and collateral, were substantially the same as those prevailing for comparable transactions with other persons of similar creditworthiness not affiliated with TriCo. In the opinion of our Board of Directors, these transactions did not involve more than a normal risk of collectability or present other unfavorable features. The aggregate amount of all loans and credit extensions outstanding as of December 31, 2015, to all directors and executive officers (including their associates and members of their immediate family) was approximately

\$4,200,762, representing approximately 0.93% of shareholders' equity at that time. As of the date of this proxy statement, all of these loans were performing loans.

Board Committees

Our full Board of Directors generally considers all major corporate decisions. However, we have established three standing committees so that some matters can be addressed in more depth than may be possible in a full Board meeting and to comply with legal and Nasdaq requirements that certain committees be comprised of independent directors: a compensation and management succession committee, a nominating and corporate governance

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committee and an audit committee. Each of these three committees operates under a written charter. Following is a description of each of these committees. Our directors also serve on various Board committees of our subsidiary, Tri Counties Bank.

	Audit Committee <u>member</u>	Compensation and Management Succession <u>Committee member</u>	Nominating and Corporate Governance <u>Committee member</u>
Donald J. Amaral*	(Chairman)		
William J. Casey*		(Chairman)	(Chairman)
L. Gage Chrysler III			
Craig S. Compton*			
Cory W. Giese*			
John S. A. Hasbrook*			
Patrick W. Kilkenny*			
Michael W. Koehnen*			
Martin A. Mariani *			
Richard P. Smith			
W. Virginia Walker*			

J.M. Mike Wells, Jr.*

* Determined to be independent as described at Director Independence above.

Audit Committees. We have a standing audit committee of TriCo and a standing audit committee of Tri Counties Bank. The Board has determined that Mr. Amaral, Mr. Giese and Ms. Walker are audit committee financial experts under the rules of the SEC and that each member of the committee is financially literate as defined by Nasdaq listing standards and is independent under special standards established by the SEC and Nasdaq for audit committee members. Their qualifications and business expertise are described at Board of Directors. TriCo's audit committee monitors:

- the integrity of our financial statements, including the financial reporting process and systems of internal controls regarding finance, accounting and legal and regulatory compliance,
- our compliance with legal and regulatory requirements,
- the independence, qualifications and performance of our financial executives, independent registered public accounting firm and internal auditing department, and
- the communication among our independent registered public accounting firm, management, our internal auditing function and the Board.

The committee also annually retains our independent registered public accounting firm and approves the terms and scope of work to be performed. Our audit committee met 10 times during 2015. For more information on this committee, please see Report of the Audit Committee.

Compensation and Management Succession Committee. The compensation and management succession committee held two meetings in 2015. The committee considers the recommendations of our management regarding most compensation matters, including executive compensation. For more information on this committee, please see Compensation Discussion and Analysis. This committee:

- establishes TriCo's compensation philosophy,
- evaluates and approves the compensation levels for our chief executive officer and the other executive officers,
- produces annually a compensation discussion and analysis of executive compensation,
- administers our stock option plans,
- approves the benefits provided to our executive officers and directors, and
- establishes and reviews our management succession policies.

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Nominating and Corporate Governance Committee. Our nominating and corporate governance committee met two times in 2015. This committee:

determines nominees to the Board in the manner described at *Nomination and Election of Directors*,
reviews our Board committee structure and members,
annually evaluates the Board,
approves any related party transactions as described at *Transactions with Related Persons*,
monitors director independence, and
reviews our corporate governance guidelines and codes of business ethics and conduct.

Attendance at Meetings

The Board of Directors of TriCo met nine times and the Board of Directors of Tri Counties Bank met 11 times during 2015. Each director attended at least 75% of the meetings of the Boards of Directors of TriCo and the meetings of the committees on which they served.

Our corporate governance guidelines provide that each director is expected to attend our annual meeting of shareholders. All of our current directors attended the 2015 annual shareholders meeting other than Mr. Kilkenny, who was traveling outside the country.

Nomination and Election of Directors

Qualifications. Our nominating and corporate governance committee determines the director nominees for each annual meeting of shareholders using the criteria set forth in our corporate governance guidelines. Our guidelines provide that all directors must be committed to representing the long-term interests of our shareholders and possess:

the highest personal and professional ethics, integrity and values,
informed judgment,
sound business experience,
the ability to make independent analytical inquiries, and
an understanding of our business environment.

The committee has not established any specific minimum qualification standards for directors, except that no person may serve as a director who is 75 years of age or older at the time of election.

The committee may identify certain skills or attributes as being particularly desirable for specific director nominees in order to complement the existing Board composition. To date the committee has identified and evaluated nominees for directors based on several factors, including:

referrals from our management, existing directors and advisors,
business or banking experience,
knowledge of financial accounting and controls,
involvement in and familiarity with our community,
education,

leadership abilities,
professional reputation and affiliation,
prior board or public reporting company experience,
personal interviews, and
diversity.

We do not currently pay any fee to a third party to identify or evaluate potential director nominees, although we may retain search firms in the future to assist in finding qualified candidates.

Shareholder Nominations. The committee will consider nominees recommended by shareholders if the recommendation is made with the proposed nominee's consent and includes sufficient information for, and is made early enough to allow, the committee to complete the evaluation process. Section 15 of our bylaws provides that formal nomination for election of directors may be made by the Board of Directors or by any shareholder of any

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outstanding class of our capital stock entitled to vote for the election of directors. Notice of intention to make any nominations must be made in writing and be delivered or mailed to our president not less than 21 days or more than 60 days prior to any meeting of shareholders called for the election of directors. If less than 21 days' notice of the meeting is given to shareholders, the notice of intention to nominate shall be mailed or delivered to TriCo's president not later than the tenth day following the day on which the notice of meeting was mailed. If notice of the meeting is sent by third-class mail as permitted by Section 6 of the bylaws, no notice of intention to make nominations shall be required. The notification is required to contain the following information to the extent known to the notifying shareholder:

the name and address of each proposed nominee,
the principal occupation of each proposed nominee,
the number of shares of capital stock of TriCo owned by each proposed nominee,
the name and residence address of the notifying shareholder, and
the number of shares of TriCo stock owned by the notifying shareholder.

Nominations not made in accordance with Section 15 of the bylaws may, in the discretion of the chairman of the meeting, be disregarded. Nominees recommended by shareholders are evaluated in the same manner as other nominees. We have not received any proposals for director nominees from shareholders for this election as of the date of this proxy statement.

Cumulative Voting. Each shareholder is entitled to cumulate votes in the election of directors. This means that a shareholder may cast votes for the number of shares owned multiplied by the number of directors to be elected. For example, if you own 1,000 shares, you could cast 11,000 votes because we will be electing 11 directors at the meeting. You could cast those votes for a single candidate or distribute your votes among any or all of the candidates. However, you may not cumulate votes for a candidate unless that candidate has been properly nominated prior to the voting and you have given notice of your intention to cumulate your votes. You must express your intention to cumulate votes at the meeting prior to the election. If any shareholder gives notice to cumulate his shares, all other shareholders shall be allowed to cumulate their votes as well. We will provide an opportunity at the meeting for any shareholder who desires to cumulate votes to announce his intention to do so. We are soliciting, by your proxy, the discretionary authority to vote proxies cumulatively. The eleven nominees receiving the highest number of votes will be elected as directors.

Compensation and Management Succession Committee Interlocks and Insider Participation

No member of our compensation and management succession committee is an officer, former officer or employee of TriCo or Tri Counties Bank. No executive officer of TriCo had any interlocking relationship with any other for-profit entity during 2015, including serving on the compensation committee for any other for-profit entity.

Table of Contents**COMPENSATION OF DIRECTORS**

This section provides information about the compensation paid to TriCo's non-employee directors during 2015. Information concerning the compensation of Mr. Smith, TriCo's president and chief executive officer, appears in the section titled "Compensation of Named Executive Officers," below.

Director Compensation for 2015

The following table summarizes the compensation paid by TriCo to our non-employee directors in 2015:

Name (1)	Fees earned or paid in cash (\$)(2)	Stock awards (\$)(3)	Option awards (\$)(3)	Change in pension value and nonqualified deferred compensation earnings (\$)(4)	All other Compensation (\$)(5)	Total (\$)	Number of stock options outstanding as of 12/31/15	Number of shares underlying stock awards outstanding as of 12/31/15
Donald J. Amaral	38,000	23,450	-	108,810	1,258	171,518	14,000	1,000
William J. Casey	50,000	23,450	-	77,520	1,730	152,699	29,500	1,000
L. Gage Chrysler III	32,000	23,450	-	-	-	55,450	28,000	1,000
	32,000	23,450	-	78,915	1,414	135,779	26,000	1,000

Craig S. Compton								
Cory W. Giese	32,000	23,450	-	-	-	55,450	11,500	1,000
John S. A. Hasbrook	32,000	23,450	-	51,375	1,196	108,021	26,000	1,000
Patrick W. Kilkenny	32,000	23,450	-	-	-	55,450	7,500	1,000
Michael W. Koehnen	32,000	23,450	-	46,820	1,178	103,448	4,000	1,000
Martin A. Mariani	32,000	23,450	-	551	-	56,001	7,500	1,000
W. Virginia Walker	32,000	23,450	-	-	-	55,450	36,000	1,000
J. M. Mike Wells, Jr.	32,000	23,450	-	-	-	55,450	7,500	1,000

- (1) Mr. Smith, our president and chief executive officer, is not included in this table because he is an employee of TriCo and receives no additional cash compensation for his service as a director. Mr. Smith's compensation is shown at Compensation of Named Executive Officers.
- (2) Includes a retainer of \$2,667 per month, \$1,000 per month for the chairman of the Board, an additional \$500 per month for the chairman of the compensation and management succession committee and \$500 per month for the chairman of the audit committee. We do not pay our directors any additional compensation to attend Board or committee meetings.
- (3) Represents the grant date fair value determined in accordance with FASB ASC Topic 718, using the valuation assumptions described in the Notes to the Consolidated Financial Statements section of our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC. On May 7, 2015, we granted each of our then-current directors a restricted stock unit award for 1,000 shares of common stock that vests in full on May 7, 2016.
- (4) Reflects the change in value during 2015 of each director's account under the director supplemental retirement plan described beginning on page 15 and the above-market interest earned during 2015 under our executive deferred compensation plan described below, if any.
- (5) Reflects the taxable value attributable to the split dollar life insurance benefits described on page 15.

In addition, each director: (i) has an indemnity agreement under which TriCo will indemnify the director against claims arising or relating to his or her service as a director; (ii) was covered by directors and officers liability insurance; and (iii) was reimbursed for expenses incurred in connection with attendance at Board meetings (including expenses related to spouses when spouses are invited to attend Board events).

Table of Contents**Deferred Compensation Plans**

In 2005 we adopted a deferred compensation plan permitting our directors to defer payment of their retainer fees until retirement, termination of directorship or death. A director can defer up to a lifetime maximum of \$1.5 million for all deferrals under this plan and our predecessor plan which permitted director deferrals from 1992 until 2004. A director who elects to defer retainer fees for any year must defer a minimum of \$200 per month. In 2015, Mr. Mariani elected to defer \$32,000 in fees under this plan. The plan also permits us to make discretionary contributions to a director's account. To date, we have not made any discretionary contributions on behalf of any directors. A director's plan benefit is payable upon the director's retirement, the termination of directorship or death. All distributions under the plan are subject to the rules of Section 409A of the Internal Revenue Code. The plan is nonqualified, unsecured and unfunded.

Interest accrues on directors' deferred compensation plan accounts at a rate equal to 1% above the monthly equivalent of the annual yield of the Moody's corporate bond yield index for the preceding month. From the time that a director leaves our Board and until benefits are paid, a director's account under the plan is credited with interest each month at the monthly equivalent of the annual yield of the Moody's average corporate bond yield index for the preceding month. A director is immediately 100% vested in any deferrals and any related interest on those deferrals. We determine the vesting rate for any discretionary contributions credited to a director's account and any related interest. Notwithstanding the foregoing, if a director is removed for cause, our compensation and management succession committee can decide whether the interest credited to the director's account with respect to any deferrals and our discretionary contributions, if any, are forfeited.

Director Supplemental Retirement Plan

In 2004 we adopted a supplemental retirement plan to provide additional retirement benefits to directors who retire on or after January 1, 2004. This plan replaced our supplemental retirement plan for directors originally adopted in 1987 and any benefit accrued by a director as of December 31, 2003 under this earlier plan will be paid under the terms of the 2004 plan. Directors joining our Board after 2007 are not eligible to participate in this plan. However, any of the eligible outside directors who attains director emeritus status becomes qualified to participate in the 2004 plan. A participating director retiring on or after age 55 with at least 15 years of service, or after a change of control with any number of years of service, can receive an annual lifetime benefit equal to the amount of his base Board fees paid by us during the final year of service. The amount of the retirement benefit is reduced for each month that the benefit commencement date precedes the director's 65th birthday. A director's annual benefit payments under the plan begin the month after retirement. If a director is involuntarily removed, all benefits under this plan are forfeited. The plan is nonqualified, unsecured and unfunded.

Split Dollar Life Insurance

We have entered into joint beneficiary agreements with Mr. Amaral, Mr. Casey, Mr. Hasbrook, Mr. Koehnen and Mr. Compton under a previous director compensation program. These agreements provide that TriCo owns and pays premiums on a split dollar life insurance policy to provide various death benefits in certain circumstances to the beneficiaries named by each of these directors.

Table of Contents**OWNERSHIP OF VOTING SECURITIES**

The following table shows the common stock ownership as of March 21, 2016 for beneficial owners of more than 5.0% of our outstanding common stock, each of our directors, our named executive officers, and our directors and those executive officers named on page 18 as a group.

<u>Beneficial owners</u>	<u>Number of shares beneficially owned(1)</u>	<u>Percentage of shares beneficially owned outstanding</u>
<i>5% Holders</i>		
TriCo Bancshares	1,303,727 (2)	5.7%
Employee Stock Ownership Plan and Trust (ESOP) 63 Constitution Drive Chico, CA 95973		
BlackRock Inc.	1,566,087 (3)	6.9%
55 East 52nd Street New York, NY 10055		
<i>Directors and Named Executive Officers</i>		
Donald J. Amaral	20,080 (4)	*
Daniel K. Bailey	58,823 (5)	*
Craig B. Carney	104,180 (6)	*
William J. Casey	651,062 (7)	2.9
L. Gage Chrysler III	55,065 (8)	*
Craig S. Compton	253,375 (9)	1.1
Cory W. Giese	9,546 (10)	*
John S. A. Hasbrook	53,416 (11)	*
Patrick Kilkenny	5,655 (12)	*
Michael W. Koehnen	170,362 (13)	*

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Martin A. Mariani	51,093	(14)	*
Richard B. O Sullivan	293,282	(15)	1.3
Thomas J. Reddish	154,580	(16)	*
Richard P. Smith	464,161	(17)	2.0
W. Virginia Walker	38,035	(18)	*
James M. Wells, Jr.	12,566	(19)	*
All TriCo directors and executive officers as a group (17 persons)	2,413,768	(20)	10.6%

*Less than 1%.

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- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to shares. Unless otherwise indicated below, all persons listed in the table have sole voting and dispositive power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Pursuant to the rules of the SEC, the number of shares of common stock deemed outstanding includes shares issuable upon settlement of restricted stock units held by the respective persons that will vest within 60 days of March 21, 2016, and pursuant to options held by the respective person or group that are currently exercisable or may be exercised within 60 days of March 21, 2016.
- (2) Each ESOP participant may direct the ESOP trustees how to vote the shares allocated to his account. The ESOP's advisory committee directs the ESOP trustees how to vote shares that are not allocated to participants accounts. As of March 21, 2016, participants in the ESOP could direct the voting of all 1,303,727 shares held by the ESOP. Of that total, 118,318 shares had been allocated to the accounts of executive officers.
- (3) Based on a Schedule 13G filed by BlackRock, Inc. with the SEC on January 27, 2016 disclosing that it held sole voting power over 1,495,261 shares and sole dispositive power over 1,566,087 shares.
- (4) Includes stock options for 14,000 shares and 1,016 shares underlying restricted stock units.
- (5) Includes stock options for 40,400 shares, 419 shares underlying restricted stock units and 6,346 shares allocated to Mr. Bailey's account in the ESOP.
- (6) Includes 354 shares owned by Mr. Carney's children, stock options for 74,850 shares, 429 shares underlying restricted stock units and 14,163 shares allocated to Mr. Carney's account in the ESOP.
- (7) Includes stock options for 29,500 shares, 1,016 shares underlying restricted stock units, 864 shares held in an IRA account for the benefit of Mr. Casey and 130,429 shares held by a family trust of which Mr. Casey is manager.
- (8) Includes 5,118 shares held by Modern Building, Inc., 872 shares held by Mr. Chrysler's spouse, stock options for 28,000 shares and 1,016 shares underlying restricted stock units.
- (9) Includes 105,464 shares held by the Betty Compton Revocable Trust of which Mr. Compton is trustee, 34,814 shares held in an IRA account for the benefit of Mr. Compton, stock options for 26,000 shares and 1,016 shares underlying restricted stock units.
- (10) Includes stock options for 7,000 shares and 1,016 shares underlying restricted stock units.
- (11) Includes stock options for 26,000 shares and 1,016 shares underlying restricted stock units.
- (12) Includes stock options for 1,500 shares and 1,016 shares underlying restricted stock units.
- (13) Includes 65,214 shares owned by CF Koehnen & Sons, of which Mr. Koehnen is an owner, 8,600 shares owned by the CF Koehnen & Sons Profit Sharing Plan of which Mr. Koehnen is trustee, 4,400 shares owned by the Helen Koehnen Trust of which Mr. Koehnen is trustee, 1,700 shares owned by Mr. Koehnen's children, 2,300 shares owned by Mr. Koehnen's wife, stock options for 4,000 shares and 1,016 shares underlying restricted stock units.
- (14) Includes stock options for 1,500 shares and 1,016 shares underlying restricted stock units.
- (15) Includes stock options for 63,800 shares, 407 shares underlying restricted stock units and 43,344 shares allocated to Mr. O'Sullivan's account in the ESOP.
- (16) Includes stock options for 93,000 shares, 492 shares underlying restricted stock units and 22,237 shares allocated to Mr. Reddish's account in the ESOP.
- (17) Includes 209 shares held by Mr. Smith's wife, stock options for 265,000 shares, 1,414 shares underlying restricted stock units and 30,792 shares allocated to Mr. Smith's account in the ESOP.
- (18) Includes stock options for 36,000 shares and 1,016 shares underlying restricted stock units.
- (19) Includes 1,234 shares held as executor of an estate, stock options for 1,500 shares and 1,016 shares underlying restricted stock units.
- (20) Includes stock options for 802,450 shares and 117,503 shares allocated to executive officers' accounts in the ESOP, which may include allocations to executives not included in the beneficial ownership table.

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EXECUTIVE OFFICERS

The following persons currently serve as executive officers and senior management of both TriCo and Tri Counties Bank.

Richard P. Smith

Information about Mr. Smith can be found at Board of Directors.

Daniel K. Bailey

Daniel Bailey, age 47, has been executive vice president chief retail banking officer since 2015. Prior to that, he held the title of executive vice president retail banking & bank operations of Tri Counties Bank since May 2007. Prior to joining Tri Counties Bank, Mr. Bailey spent more than fifteen years at Wells Fargo Bank where we served in numerous senior management positions. His most recent position with Wells Fargo was senior vice president, Northern California Region Initiatives Manager.

Craig Carney

Craig Carney, age 57, has served as executive vice president and chief credit officer of Tri Counties Bank since 2007. From 1997 until 2007 he was senior vice president and chief credit officer of Tri Counties Bank. From 1985 to 1996 Mr. Carney was employed by Wells Fargo Bank in various lending capacities. His most recent position with Wells Fargo was as vice president, senior lender in commercial banking from 1991 to 1996. Mr. Carney served as a consultant to Tri Counties Bank from 1996 until his employment in 1997.

Glenn C. Hunter

Glenn C. Hunter, age 65, has served as our senior vice president and chief human resources officer since 2013. Previously, he was senior vice president, global human resources for Obopay, Inc., a mobile payments technology company, from 2008 to 2013.

Richard O Sullivan

Richard O Sullivan, age 59, has served as executive vice president--wholesale banking of Tri Counties Bank since 1997. He was our senior vice president--customer sales and service from 1995 to 1997. He served as vice president and manager of our Park Plaza branch from 1992 until 1995. Mr. O Sullivan is also a partner in a family farm.

Thomas J. Reddish

Tom Reddish, age 56, has served as executive vice president and chief financial officer of TriCo and Tri Counties Bank since 2006 after serving as senior vice president and chief financial officer since 2003 and, prior to that, as vice president and chief financial officer since 1999. He served as controller of Tri Counties Bank from 1994 until 1999.

Carol Ward

Carol Ward, age 61, is our executive vice president and chief operating officer. Ms. Ward joined TriCo as our executive vice president and chief risk officer in 2012 following more than 30 years of banking experience including executive risk management positions at several southern California banks. From 2010 to 2012, she served as senior vice president of enterprise risk management for Elevations Credit Union in Boulder, Colorado. From 2006 to 2010, she worked as an independent consultant and supported Kinecta Federal Credit Union as an internal consultant from 2008 to 2010.

Table of Contents**COMPENSATION OF NAMED EXECUTIVE OFFICERS****Summary Compensation Table**

The following tables present information concerning all compensation earned in 2015, 2014 and 2013 by our principal executive officer, principal financial officer and the three other most highly compensated executive officers during 2015, which we refer to as the named executive officers.

Name and Principal position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock awards (\$)	Option awards (\$)(3)	Non- equity incentive plan compensation (\$)	Change in pension	All other compensation (\$)(5)	Total (\$)
							value and nonqualified deferred compensation earnings (\$)(4)		
Richard Smith, <i>President and CEO</i>	2015	549,846	225,000	272,142	0	277,398	1,032,718	60,294	
	2014	526,234	225,000	216,732	0	175,000	1,856,944	61,725	2,417,399
	2013	505,675	0	0	395,840	160,000	9,135	49,984	3,061,633
Thomas Reddish, <i>Executive Vice President and CFO</i>	2015	314,875	79,059	94,844	0	0	18,147		1,120,633
	2014	309,601	77,699	79,512	0	0	718,691	40,773	547,699
	2013	309,272	60,000	0	99,990	0	0	25,341	1,200,300
Richard O. Sullivan, <i>Executive Vice President Wholesale Banking</i>	2015	260,890	83,899	78,476	0	0	142,163		494,600
	2014	256,094	77,113	64,803	0	0	581,785	40,556	605,988
	2013	252,004	75,974	0	95,920	0	31,805	24,992	1,030,144
Maig Carney, <i>Executive Vice President Chief Credit Officer</i>	2015	274,932	82,886	82,670	0	0	209,626		480,699
	2014	269,217	81,261	67,615	0	0	758,992	30,804	680,911
	2013	262,338	79,279	0	99,110	0	9,158	30,961	1,207,011
John Bailey, <i>Executive Vice President</i>	2015	268,335	80,897	80,656	0	0	72,116	31,888	533,899
								30,572	662,811

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<i>Executive Vice President Chief</i>	2014	263,074	79,311	66,317	0	0	223,540	29,383	473,94
<i>tail Banking Officer</i>	2013	257,299	77,756	0	100,760	0	8,742		

- (1) Reflects actual salary earned in the year indicated.
- (2) Reflects cash bonuses earned for performance in the year indicated but paid in the following year.
- (3) Reflects the fair value of the option awards on the grant date determined in accordance with FASB ASC Topic 718, using the valuation assumptions described in the Notes to the Consolidated Financial Statements section of our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC.
- (4) The actuarial change in the present value is determined using interest rate and mortality rate assumptions consistent with those named in TriCo's financial statements and includes amounts that the executive may not be currently entitled to receive because such amounts are not vested.
- (5) Reflects the incremental cost to TriCo of other compensation indicated in the following perquisites and personal benefits table:

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Name	Year	Personal					Total perquisites and other personal benefits (\$)
		Automobile use or allowance (\$)(A)	Life insurance benefits (\$)(B)	use of club memberships (\$)	TriCo contributions (\$)(C)	ESOP contributions (\$)(D)	
Mr. Smith	2015	20,360	19,559	4,800	0	14,940	60,294
	2014	14,853	29,291	3,932	0	12,913	61,725
	2013	5,886	26,333	4,506	0	12,750	49,984
Mr. Reddish	2015	0	8,831	5,042	11,960	14,940	40,773
	2014	0	8,633	5,212	0	953	14,798
	2013	0	8,477	4,114	0	12,750	25,341
Mr. O Sullivan	2015	12,000	8,377	5,258	0	14,709	40,556
	2014	12,000	8,164	5,159	12,310	12,719	50,352
	2013	12,000	8,061	4,506	0	291	24,992
Mr. Carney	2015	6,000	7,356	2,508	0	14,940	30,804
	2014	6,000	7,200	3,815	0	12,913	29,928
	2013	6,000	6,763	4,959	227	12,750	30,961
Mr. Bailey	2015	12,000	562	4,386	0	14,940	31,888
	2014	12,000	563	5,096	0	12,913	30,572
	2013	12,000	563	4,070	0	12,750	29,383

- (A) Reflects the value attributable to personal use of automobiles provided by TriCo as calculated in accordance with IRS guidelines.
- (B) In 2015 and 2014, the company provided all full time employees, including the named executive officers, with life insurance benefits paying the greater of three times the employee's annual salary or \$500,000 to the employee's beneficiaries. For 2015 and 2014, reflects the incremental cost of this insurance. For 2013, reflects the taxable value attributable to split dollar life insurance benefits provided by joint beneficiary agreements between TriCo and each executive. TriCo owned and paid premiums on these insurance policies which provided various death benefits to the beneficiaries named by each executive.
- (C)

Reflects contributions allocated by TriCo to an executive's ESOP account pursuant to the terms of our nonqualified deferred compensation plan described on page 26.

- (D) Reflects discretionary contributions made by TriCo to an executive's account in our ESOP described below.
- (E) Includes security system expenses for Mr. O'Sullivan and expenses related to spouses when spouses are invited to accompany executives to management retreats and conventions.

CEO Incentive Plan

Each year the Board adopts a CEO Incentive Plan providing for potential bonus compensation to our chief executive officer, Richard Smith, for his performance during that year. In 2015, the CEO Incentive Plan generally provided that Mr. Smith could earn a bonus equal to up to 100% of his 2015 salary if TriCo met certain pre-established performance goals. See Compensation Discussion and Analysis--Annual Incentive Bonus for a more detailed discussion of this plan. The compensation and management succession committee retains discretion regarding the determinations as to whether TriCo reached these goals.

ESOP

We have an employee stock ownership plan and trust for all employees completing at least 1,000 hours of service with TriCo or Tri Counties Bank. Annual contributions are made by TriCo in cash at the discretion of the Board. Contributions to the plan are held in trust and invested primarily in our common stock. Contributions are allocated to participants on the basis of salary in the year of allocation. In general, benefits become vested after six years.

401(k)

We have a 401(k) plan for all employees age 21 and over who complete at least 90 days of service with TriCo or Tri Counties Bank. Participants may contribute a portion of their compensation subject to certain limits based on federal tax laws. Participants may select between making regular pre-tax deferrals or Roth deferrals (effective January 1, 2008). While TriCo has historically not made matching contributions to the plan, the company introduced a 2% match on a 4% contribution for qualifying employees during 2015. Plan assets are held in trust. Participants can direct their investment contributions into one or more of 29 mutual funds. Generally, distributions are triggered by a participant's retirement, disability, death or other separation from employment.

Table of Contents**2009 Equity Incentive Plan**

General. In 2009 we adopted and our shareholders approved our 2009 equity incentive plan. In 2013, our shareholders approved an amendment increasing the number of authorized shares from 650,000 to 1,650,000. The plan may be administered by the Board or an authorized committee of the Board. It is the current policy of the Board of Directors that all equity incentive awards be approved by the compensation and management succession committee. The 2009 plan expires in 2019.

Employees, officers, directors and consultants of TriCo or its subsidiaries are eligible for awards under the 2009 plan. The Board or an authorized committee determines which individuals will receive awards, as well as the number of shares underlying and composition of each award.

Grants to non-employee directors. The 2009 plan provides that TriCo may grant to each outside (i.e., non-employee) director a stock option for 20,000 shares of common stock when first elected to the Board and an additional stock option for 4,000 shares each year when re-elected to the Board. In addition, each outside director who is appointed as Chairman of the Board or as Chairman of the Audit Committee may receive an additional stock option for 1,000 shares. The exercise price for these options will be the fair market value on the date of grant and the options will vest as determined by the Board. Outside directors are eligible to receive other awards, but no such awards have been granted to them.

Awards. The 2009 plan permits TriCo to grant stock options, restricted stock, stock awards, and stock appreciation rights. The Board or an authorized committee determines the types, sizes and terms of awards based on various factors, including a participant's duties and responsibilities, the value of the participant's past services, the participant's potential contributions to TriCo's success and other factors. No participant may receive awards for more than 300,000 shares of common stock during any year.

The 2009 plan provides for the following types of awards:

Stock Options. TriCo may grant stock options under the 2009 plan, including options which are qualified as incentive stock options as defined under Section 422 of the Internal Revenue Code and nonqualified stock options. Options will not be exercisable at a price that is less than 100% of the fair market value of TriCo's common stock on the date of grant or, if the optionee holds at least 10% of the voting power of all classes of TriCo's stock, 110% of fair market value with respect to incentive stock options. The term of options will generally be ten years, except that incentive stock options granted to any 10% shareholders will have a term of no more than five years. Options will vest and become exercisable as determined by the Board at the time of grant.

Restricted Stock. A restricted stock award is the grant of shares of TriCo's common stock, exercisable currently at a price determined by the Board (including zero), that is subject to forfeiture until specific conditions or goals are met. Conditions may be based on continuing employment or achieving performance goals specified by the Board. During the period of restriction, participants holding restricted stock may, if permitted by the Board, have full voting and dividend rights. The restrictions lapse in accordance with a schedule or other conditions determined by the Board.

Stock Grants. A stock grant is an award of shares of common stock without restriction. Stock grants may be made in certain circumstances to reward special performance or for other reasons.

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Stock Appreciation Rights. Under the 2009 plan, TriCo may grant stock appreciation rights or SARs that are settled in common stock or cash and which must be granted with an exercise price not less than 100% of fair market value on the date of grant. Upon exercise of a SAR, a participant is entitled to receive cash or a number of shares of common stock equivalent in value to the difference between the fair market value on the exercise date and the exercise price of the SAR. For example, if a participant is granted 100 SARs with an exercise price of \$10 and the SARs are later exercised when the fair market value of the underlying shares is \$20 per share, the participant would be entitled to receive 50 Shares $[(\$20 - \$10) \times 100] / \$20$, or \$1,000 in cash $(\$20 - \$10) \times 100$. Because of adverse accounting consequences of an SAR settled in cash, TriCo expects that most SARs will provide for settlement in shares of common stock.

Performance-based awards. Grants of performance-based awards under the 2009 plan are intended to qualify as performance-based compensation under Section 162(m) of the Code and preserve the deductibility of these awards for federal income tax purposes. Section 162(m) of the Code denies a tax deduction to public companies for compensation paid to certain covered employees in a taxable year to the extent the compensation paid to a covered employee exceeds \$1,000,000 unless the plan contains certain features that qualify the compensation as performance-based compensation. Because Section 162(m) of the Code only applies to those employees who are covered employees as defined in Section 162(m), covered employees and those who may become covered employees are most likely to receive performance-based awards. Covered employees means TriCo's chief executive officer, its chief financial officer and any of its other three highest compensated officers.

Shares reserved for issuance. Subject to certain adjustments, the maximum aggregate number of shares of TriCo's common stock which may be issued pursuant to or subject to awards under the 2009 plan is 1,650,000. As of March 21, 2016 there were 731,723 shares available for grant of awards under the 2009 plan. The number of shares available for issuance under the 2009 plan is reduced by: (i) one share for each share of common stock issued pursuant to a stock option or a Stock Appreciation Right and (ii) two shares for each share of common stock issued pursuant to a Performance Award, a Restricted Stock Award or a Restricted Stock Unit Award. When awards made under the 2009 plan expire or are forfeited or cancelled, the underlying shares will become available for future awards under the 2009 plan. To the extent that a share of common stock pursuant to an award that counted as two shares again becomes available for issuance under the 2009 plan, the number of shares of common stock available for issuance under the 2009 plan will increase by two shares. Shares awarded and delivered under the 2009 plan may be authorized but unissued, or reacquired shares.

2001 Stock Option Plan

General. In 2001, TriCo adopted a 2001 stock option plan for key officers, employees, directors and consultants, as subsequently approved by shareholders, which provides that options to purchase an aggregate of 2,124,650 shares of our common stock may be granted under the plan. With the adoption of the 2009 plan, the company decided that it would make no additional grants of options under the 2001 plan, even though there were 128,140 shares still available for grant under the 2001 plan. Vesting schedules are determined individually for each grant. The stock options that we have issued to our executives were granted at exercise prices equal to the fair market value of TriCo stock on the date of grant. Aside from certain stock options granted to our directors, which vest in their entirety on the first anniversary of the grant date, all stock options granted vest ratably over a five-year period beginning either on the grant date or the first anniversary of the grant date.

The 2001 plan authorized the issuance of incentive stock options and non-qualified stock options. The plan imposes individual limitations on the amount of certain awards so that no single participant may generally receive options in any calendar year that relate to more than \$1 million. Finally, options may generally be adjusted to prevent dilution or enlargement of benefits when certain events occur, such as a stock dividend, reorganization, recapitalization, stock split, combination, merger or consolidation.

The 2001 plan is administered by our compensation and management succession committee, which is authorized to: (i) amend the terms and conditions of any option, including the vesting schedule, (ii) interpret the rules relating to the plan, and (iii) otherwise administer the plan. See Potential Payments Upon Termination or Change of Control.

Tax consequences to TriCo and to participants receiving options vary with the type of option. The plan is not intended to be a qualified plan under Section 401(a) of the Internal Revenue Code.

Table of Contents**Grants of Plan-Based Awards for 2015**

TriCo issued restrict stock units and performance shares units to the named executives in 2015. TriCo did not issue any stock options to the named executives in 2015. The following table presents information concerning plan-based awards granted to each named executive in 2015:

Name	Grant Date	Estimated possible payouts under non-equity incentive plan awards			Estimated future payouts under equity incentive plan awards(1)			All other stock awards: number of shares of stock or units	Grant date fair value of stock award
		Threshold	Target	Maximum	Threshold	Target	Maximum		
		(\$)	(\$)	(\$)	(#)	(#)	(#)		
Mr. Smith	5/7/2015							5,566	152,731(3)
	5/7/2015				0	5,566	8,349		116,942(4)
Mr. Reddish	5/7/2015							1,940	53,234(3)
	5/7/2015				0	1,940	2,910		40,759(4)
Mr. O Sullivan	5/7/2015							1,605	44,041(3)
	5/7/2015				0	1,605	2,408		33,721(4)
Mr. Carney	5/7/2015							1,691	46,401(3)
	5/7/2015				0	1,691	2,537		35,528(4)
Mr. Bailey	5/7/2015							1,650	45,276(3)
	5/7/2015				0	1,650	2,475		34,667(4)

- (1) Reflects performance share units (PSUs) awarded under our 2009 equity incentive plan. PSUs will vest with respect to between 0% and 150% of the target number of shares on May 6, 2018, based on TriCo s total stockholder return relative to the KBW Regional Banking Index.
- (2) Reflects restricted stock units (RSUs) awarded under our 2009 equity incentive plan. The RSUs vest in equal annual installments on each of the first four anniversaries of the grant date.
- (3) The fair value for each RSU is equal to the closing price of the underlying TriCo common stock as reported on the Nasdaq Global Select Market on the grant date, which was \$27.44 per share.
- (4) The estimated fair values of the PSUs were determined using a per share price of \$21.01, which was determined using a Monte-Carlo simulation process performed by Radford (Aon Hewitt) consisting of 250,000 simulations of future stock prices of TriCo common stock and the KBW Regional Banking Index.

Outstanding Equity Awards at 2015 Fiscal Year-End

The following table presents information for all equity awards held by the named executives as of December 31, 2015. All stock options vest in five equal installments each year beginning on the grant date unless indicated otherwise in the chart below.

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Name	Option Awards					Stock Awards			
	Number of securities underlying unexercised options (#)	Equity incentive plan awards: Number of securities underlying unexercised options (#)	Equity incentive plan awards: Number of securities underlying unexercised options (#)	Exercise price (\$)(1)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market Value of Shares or units of stock that have not vested (\$)(2)	Equity incentive awards: number of unearned shares, units or other rights that have not vested (#)(3)	Equity incentive awards: market or payout value of unearned shares, units or other rights that have not yet vested (\$)(4)
Mr. Smith	4,000	-	-	25.91	5/23/2016				
	45,000	-	-	24.46	8/22/2016				
	4,000	-	-	22.54	5/22/2017				
	45,000	-	-	22.54	5/22/2017				
	2,000	-	-	15.40	5/20/2018				
	12,000	-	-	15.40	5/20/2018				
	4,000	-	-	17.54	5/25/2020				
	61,000	-	-	17.54	5/25/2020				
	4,000	-	-	14.54	12/20/2021				
	40,000	10,000(5)	-	14.54	12/20/2021				
	24,000	16,000(6)	-	15.34	5/22/2022				
	8,000	32,000(7)	-	19.46	5/9/2023				
	4,000	-	-	19.46	5/9/2023				
						3,872	106,248	6,306	173,037
						5,656	155,201	7,106	194,989
Mr. Reddish	19,100	-	-	22.54	5/22/2017				
	8,500	-	-	15.40	5/20/2018				
	25,000	-	-	17.54	5/25/2020				
	24,000	6,000(5)	-	14.54	12/20/2021				
	12,000	8,000(6)	-	15.34	5/22/2022				
	4,400	6,600(7)	-	19.46	5/9/2023				
						1,855	50,901	2,313	63,469
						1,971	54,084	2,476	67,941
Mr. O Sullivan	19,400	-	-	22.54	5/22/2017				
	8,000	-	-	15.40	5/20/2018				

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15,000		-	17.54	5/25/2020
8,000	2,000(5)	-	14.54	12/20/2021
9,000	6,000(6)	-	15.34	5/22/2022
4,400	6,600(7)	-	19.46	5/9/2023

1,511	41,462	1,885	51,724
1,631	44,755	2,049	56,225

