

TRICO BANCSHARES /
Form 8-K/A
May 28, 2010

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

FORM 8-K/A

(Admendment No. 1)

Current report pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 25, 2010

TriCo Bancshares
(Exact name of registrant as specified in its charter)

| | | |
|---|----------------------------------|---|
| California (State or other jurisdiction of incorporation or organization) | 0-10661 (Commission File No.) | 94-2792841 (I.R.S. Employer Identification No.) |
|---|----------------------------------|---|

| | |
|--|---------------------|
| 63 Constitution Drive, Chico, California (Address of principal executive offices) | 95973 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (530) 898-0300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07: Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders on May 25, 2010, two items were submitted to a vote of shareholders through the solicitation of proxies. A copy of the final voting results is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01: Financial Statements and Exhibits

(c) Exhibits

99.1 Annual Meeting Final Voting Results, May 25, 2010

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 27,
2010

TRICO BANCSHARES
By: /s/Thomas J. Reddish

Thomas J. Reddish, Executive Vice
President and Chief Financial Officer
(Principal Financial and Accounting
Officer)

Exhibit 99.1

Annual Meeting Final Voting Results, May 25, 2010

At the Annual Meeting of Shareholders of TriCo Bancshares held on May 25, 2010, the items listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in the Company's Proxy Statement for the 2010 Annual Meeting of Shareholders. Each of the items was approved by the shareholders pursuant to the voting results set forth below.

Item 1 — Election of Directors.

The following individuals were elected as directors to serve until the 2011 Annual Meeting of Shareholders or until their successors are elected and qualified. The final voting results were as follows:

| Nominee | For | Withheld | Broker Non-Vote |
|----------------------|------------|----------|--------------------|
| Donald J. Amaral | 11,398,173 | 33,950 | 2,480,185 |
| William J. Casey | 10,954,811 | 477,312 | 2,480,185 |
| Craig S. Compton | 10,956,612 | 475,511 | 2,480,185 |
| L. Gage Chrysler III | 10,618,096 | 814,027 | 2,480,185 |
| John S.A. Hasbrook | 10,972,854 | 459,269 | 2,480,185 |
| Michael W. Koehnen | 10,973,094 | 459,029 | 2,480,185 |
| Donald E. Murphy | 11,383,217 | 48,906 | 2,480,185 |
| Steve G. Nettleton | 11,397,463 | 34,660 | 2,480,185 |
| Richard P. Smith | 11,382,539 | 49,584 | 2,480,185 |
| Carroll R. Taresh | 11,372,450 | 59,673 | 2,480,185 |
| Alex A. Vereschagin | 11,344,921 | 87,202 | 2,480,185 |
| W. Virginia Walker | 11,398,664 | 33,459 | 2,480,185 |

Item 2 — Ratification of Selection of Moss Adams as Company's Independent Auditors for Fiscal Year 2010.

The final voting results were as follows:

| | For | Against | Withheld | Broker Non-Vote |
|------------|--------|---------|----------|-----------------|
| 13,829,485 | 28,401 | 54,422 | -0- | |