

TRICO BANCSHARES /  
Form 8-K  
May 24, 2011

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

**FORM 8-K**

**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 24, 2011**

**TriCo Bancshares**

(Exact name of registrant as specified in its charter)

California

0-10661

94-2792841

(State or other jurisdiction of  
incorporation or organization)

(Commission File No.)

(I.R.S. Employer  
Identification No.)

63 Constitution Drive, Chico, California

95973

(Address of principal executive offices)

(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 8.01: Other Events

The Board of Directors of TriCo Bancshares (NASDAQ: TCBK), parent company of Tri Counties Bank, declared a quarterly cash dividend of \$0.09 (nine cents) per share at its meeting held on May 24, 2011. The dividend is payable on June 30, 2011 to holders of record at the close of business on June 15, 2011.

Item 9.01: Financial Statements and Exhibits

(c) Exhibits

99.1 Press release dated May 24, 2011

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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.

TRICO BANCSHARES

Date: May 24, 2011

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