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AMERICAN RIVER BANKSHARES

Form 4 May 22, 2015

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

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

Check this box

obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

SECURITIES

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DERENZO MITCHELL A

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN RIVER BANKSHARES [AMRB]

(Check all applicable)

3666 BUENA VISTA DRIVE

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

below)

5. Relationship of Reporting Person(s) to

05/21/2015

(Middle)

EVP - Chief Financial Officer

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

Issuer

below)

SACRAMENTO, CA 95864

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

05/21/2015

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

\$0

1. Title of Security (Instr. 3)

Common

Stock

(Month/Day/Year) Execution Date, if (Month/Day/Year)

05/21/2015

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

1,662

Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

A

Α 52,919

(A)

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option/ Right to Buy	\$ 9.56	05/21/2015	05/21/2015	A	980	05/21/2016	05/21/2025	Common Stock	0
Option/ Right to Buy	\$ 9.56	05/21/2015	05/21/2015	A	980	05/21/2017	05/21/2025	Common Stock	0
Option/ Right to Buy	\$ 9.56	05/21/2015	05/21/2015	A	981	05/21/2018	05/21/2025	Common Stock	0
Option/ Right to Buy	\$ 9.56	05/21/2015	05/21/2015	A	981	05/21/2019	05/21/2025	Common Stock	0
Option/ Right to Buy	\$ 9.56	05/21/2015	05/21/2015	A	981	05/21/2020	05/21/2025	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

DERENZO MITCHELL A 3666 BUENA VISTA DRIVE SACRAMENTO, CA 95864

EVP - Chief Financial Officer

Signatures

/s/ Mitchell A. Derenzo 05/21/2015

**Signature of Reporting Date Person

Reporting Owners 2

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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).

Remarks:

Mr. Derenzo was awarded restricted shares of common stock that vest ratably over five years or 20% per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.