

AMERICAN RIVER BANKSHARES

Form 4

May 27, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(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]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3666 BUENA VISTA DR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP-Chief Financial Officer

SACRAMENTO, CA 95864

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock ⁽¹⁾ | 05/22/2014 | 05/22/2014 | A | | 1,842 | A \$ 0 | 48,320 D |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------|
| | | | | Code | V | (A) | (D) | |
| Option/Right to Buy | \$ 8.85 | 05/22/2014 | 05/22/2014 | A | 1,336 | 05/22/2015 | 05/22/2024 | Common Stock 0 |
| Option/Right to Buy | \$ 8.85 | 05/22/2014 | 05/22/2014 | A | 1,336 | 05/22/2016 | 05/22/2024 | Common Stock 0 |
| Option/Right to Buy | \$ 8.85 | 05/22/2014 | 05/22/2014 | A | 1,336 | 05/22/2017 | 05/22/2024 | Common Stock 0 |
| Option/Right to Buy | \$ 8.85 | 05/22/2014 | 05/22/2014 | A | 1,337 | 05/22/2018 | 05/22/2024 | Common Stock 0 |
| Option/Right to Buy | \$ 8.85 | 05/22/2014 | 05/22/2014 | A | 1,337 | 05/22/2019 | 05/22/2024 | Common Stock 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| DERENZO MITCHELL A 3666 BUENA VISTA DR SACRAMENTO, CA 95864 | EVP-Chief Financial Officer |

Signatures

/s/ Mitchell A.
Derenzo 05/27/2014

**Signature of Reporting
Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 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.

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