

DERENZO MITCHELL A
 Form 4
 February 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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 DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President, CFO

SACRAMENTO, CA 95864
 (City) (State) (Zip)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 01/28/2005 | | J | 873 A \$ 0 | 18,342 | 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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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------------------|
| Option/Right to Buy | \$ 5.8437 | 01/28/2005 | | J | 1,282 | 05/22/2002 05/22/2007 | Common Stock | 0 |
| Option/Right to Buy | \$ 14.185 | 01/28/2005 | | J | 32 | 03/19/2004 03/19/2013 | Common Stock | 0 |
| Option/Right to Buy | \$ 14.185 | 01/28/2005 | | J | 32 | 03/19/2005 03/19/2013 | Common Stock | 0 |
| Option/Right to Buy | \$ 14.185 | 01/28/2005 | | J | 32 | 03/19/2006 03/19/2013 | Common Stock | 0 |
| Option/Right to Buy | \$ 14.185 | 01/28/2005 | | J | 32 | 03/19/2007 03/19/2013 | Common Stock | 0 |
| Option/Right to Buy | \$ 14.185 | 01/28/2005 | | J | 33 | 03/19/2008 03/19/2013 | Common Stock | 0 |
| Option/Right to Buy | \$ 20.4 | 01/28/2005 | | J | 32 | 04/21/2005 04/21/2014 | Common Stock | 0 |
| Option/Right to Buy | \$ 20.4 | 01/28/2005 | | J | 32 | 04/21/2006 04/21/2014 | Common Stock | 0 |
| Option/Right to Buy | \$ 20.4 | 01/28/2005 | | J | 32 | 04/21/2007 04/21/2014 | Common Stock | 0 |
| Option/Right to Buy | \$ 20.4 | 01/28/2005 | | J | 32 | 04/21/2008 04/21/2014 | Common Stock | 0 |
| Option/Right to Buy | \$ 20.4 | 01/28/2005 | | J | 33 | 04/21/2009 04/21/2014 | 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 | | | Executive Vice President, CFO | |

Signatures

MITCHELL A.
DERENZO

01/28/2005

__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).

Remarks:

J = Company declared 5% Stock Dividend

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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