

TOW DOUGLAS E
Form 4
December 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
TOW DOUGLAS E

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)
8108 HEATHERBROOK CT.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Credit Officer

CITRUS HEIGHTS, CA 95610

(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	12/22/2006		J	430 A \$ 0	9,055	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 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	\$ 7.819	12/22/2006		J		438		12/16/2003	12/16/2008	Common Stock	0
Option/right to buy	\$ 12.87	12/22/2006		J		106		03/19/2006	03/19/2013	Common Stock	0
Option/right to buy	\$ 12.87	12/22/2006		J		35		03/19/2007	03/19/2013	Common Stock	0
Option/right to buy	\$ 12.87	12/22/2006		J		36		03/19/2008	03/19/2013	Common Stock	0
Option/right to buy	\$ 18.51	12/22/2006		J		70		04/21/2006	04/21/2014	Common Stock	0
Option/right to buy	\$ 18.51	12/22/2006		J		35		04/21/2007	04/21/2014	Common Stock	0
Option/right to buy	\$ 18.51	12/22/2006		J		36		04/21/2008	04/21/2014	Common Stock	0
Option/right to buy	\$ 18.51	12/22/2006		J		36		04/21/2009	04/21/2014	Common Stock	0
Option/right to buy	\$ 20.106	12/22/2006		J		35		09/21/2006	09/21/2015	Common Stock	0
Option/right to buy	\$ 20.106	12/22/2006		J		35		09/21/2007	09/21/2015	Common Stock	0
Option/right to buy	\$ 20.106	12/22/2006		J		35		09/21/2008	09/21/2015	Common Stock	0
Option/right to buy	\$ 20.106	12/22/2006		J		36		09/21/2009	09/21/2015	Common Stock	0
Option/right to buy	\$ 20.106	12/22/2006		J		36		09/21/2010	09/21/2015	Common Stock	0
Option/right to buy	\$ 26.476	12/22/2006		J		35		03/15/2007	03/15/2016	Common Stock	0
Option/right to buy	\$ 26.476	12/22/2006		J		35		03/15/2008	03/15/2016	Common Stock	0

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Option/right to buy	\$ 26.476	12/22/2006	J	35	03/15/2009	03/15/2016	Common Stock	0
Option/right to buy	\$ 26.476	12/22/2006	J	36	03/15/2010	03/15/2016	Common Stock	0
Option/right to buy	\$ 26.476	12/22/2006	J	36	03/15/2011	03/15/2016	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOW DOUGLAS E 8108 HEATHERBROOK CT. CITRUS HEIGHTS, CA 95610			EVP & Chief Credit Officer	

Signatures

/s/ DOUGLAS E.
TOW 12/22/2006

**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. 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.