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AMERICAN RIVER HOLDINGS  
Form 8-K  
February 20, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 reported) February 19, 2004  
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American River Holdings  
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(Exact name of registrant as specified in its chapter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| California   | 0-31525                     | 68-0352144                           |
| -----  | -----                       | -----                                |
| (State or other jurisdiction<br>Of incorporation)        | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 1545 River Park Drive, Suite 107, Sacramento, California |                             | 95815                                |
| -----  |                             | -----                                |
| (Address of principal executive offices)                 |                             | (Zip Code)                           |
| Registrant's telephone number, including area code       | (916) 565-6100              | -----                                |

Item 7. Financial Statements and Exhibits.

(c) Exhibits

(14.1) Code of Ethics

Item 10. Amendment to the Registrant's Code of Ethics.

Registrant's Board approved an amended Code of Ethics at its Board Meeting held on February 18, 2004. The foregoing description is qualified by reference to the American River Holdings Code of Ethics attached here to as Exhibit 14.1.

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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 hereunto duly authorized.

AMERICAN RIVER HOLDINGS

/s/ MITCHELL A. DERENZO

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Mitchell A. Derenzo  
Chief Financial Officer

February 19, 2004

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