SMITH RICHARD P

Form 4

December 16, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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

Check this box

obligations may continue. See Instruction

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

1(b).

Common

Common

Common

Stock

Stock

Stock

12/16/2005

12/15/2005

12/16/2005

(Print or Type Responses)

1. Name and A SMITH RIC	Symbol	2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [tcbk]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (M	Middle) 3. Date of	of Earliest Tr	ransaction			
63 CONSTI		(Month/Day/Year) 12/15/2005			X Director 10% Owner X Officer (give title Other (specify below)		
	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
CHICO, CA	Filed(Mo				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							lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount

0

0

3,100

 $J_{\underline{1}}$

 $J^{(2)}$

 $J_{\underline{1}}$

or

(D)

A

Price

\$0

23.5

\$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

(Instr. 3 and 4)

D

Ι

Ι

20,900

1,213,998

169.1415

By TriCo ESOP of

which I am a Trustee

By Wife

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

1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	d 8. Price of	9. Nu
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Securit	y or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	g Security	Secui
(Instr. 3	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 an	d 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	aunt	
									ount	
						Date	Expiration	Or Title Num	nhar	
						Exercisable	Date	Title Number	iibei	
				C + V	(A) (D)			of		
				Code V	(A) (D)			Shai	res	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SMITH RICHARD P 63 CONSTITUTION DRIVE CHICO, CA 95973	X		President & CEO			

Signatures

Suzanne Youngs "Power of Attorney" 12/16/2005

**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).
- (1) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.
- (2) Please Note: ESOP purchased stock.

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.

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