TRICO BANCSHARES /

Form 4 April 10, 2008

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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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).

(Print or Type Responses)

04/10/2008

Stock

Common

Stock

CMITH DICHARD D			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			TRICO BANCSHARES / [tcbk]					(Check all applicable)			
(First) (M	Middle)	3. Date of Earliest Transaction					(Check an applicable)				
								X Director 10% Owner X Officer (give title Other (specify			
IUTION DRIVE		04/10/20	008					below)	below)	or (specify	
(Street)		4. If Ame	ndment,	, Da	te Original			6. Individual or Jo	oint/Group Filin	g(Check	
		Filed(Mon	nth/Day/Y	Year)				1 0		
95973								Person	tore than One Re	porung	
(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code		n(A) or Dis	sposed 4 and 5 (A)	of (D)	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)	
0.4.4.0.40.00				V	Amount	(D)	Price	, ,	_		
04/10/2008			<u>J(1)</u>		0	A	\$ 0	54,110	D		
04/10/2008			J(2)		35,302	D	\$	1.165.433	I	By TriCo ESOP of which I	
	(First) (N CUTION DRIVE (Street) 95973 (State) 2. Transaction Date	(First) (Middle) CUTION DRIVE (Street) (State) (Zip) 2. Transaction Date 2A. Deem Execution any (Month/D.) (Month/D.)	HARD P Symbol TRICO (First) (Middle) 3. Date of (Month/D	HARD P Symbol TRICO BANC (First) (Middle) 3. Date of Earlies (Month/Day/Year) (Month/Day/Year) 4. If Amendment Filed(Month/Day/Year) (Street) 4. If Amendment Filed(Month/Day/Year) (State) (Zip) Table I - No 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transa any Code (Month/Day/Year) (Instr.) (Code 04/10/2008 J(1))	HARD P Symbol TRICO BANCSI (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) O4/10/2008 (Street) 4. If Amendment, Da Filed(Month/Day/Year) 95973 (State) (Zip) Table I - Non-D 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transactio any Code (Month/Day/Year) (Instr. 8) Code V 04/10/2008 Code V	HARD P Symbol TRICO BANCSHARES / (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) O4/10/2008 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 95973 (State) (Zip) Table I - Non-Derivative Street 2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if Transaction(A) or Disany Code (Instr. 3, 4) (Month/Day/Year) (Instr. 8) Code V Amount O4/10/2008 J(1) 0	TRICO BANCSHARES / [tcblemonth] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) 04/10/2008 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 95973 (State) (Zip) Table I - Non-Derivative Securion Date (Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securities Action (Month/Day/Year) Execution Date, if Transaction(A) or Disposed any Code (Instr. 3, 4 and 5 (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) 04/10/2008 J(1) 0 A	HARD P Symbol TRICO BANCSHARES / [tcbk] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 04/10/2008 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 95973 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Code V Amount (D) Price 04/10/2008 1. Code V Amount (D) Price 04/10/2008	HARD P Symbol TRICO BANCSHARES / [tcbk] ((Chec (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ((Month/Day/Year) (Month/Day/Year) ((Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ((Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ((Street) 5. Amount of Month/Day/Year) ((State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) ((State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) ((Month/Day/Year) (Instr. 8) ((A) Owned Following Reported Transaction(s) (Instr. 3 and 4)) ((A) Owned Following Reported Transaction(s)) ((Instr. 3 and 4)) ((A) Owned Following Reported Transaction(s)) ((Instr. 3 and 4))	ARD P Symbol TRICO BANCSHARES / [tcbk] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) O4/10/2008 A. If Amendment, Date Original Filed(Month/Day/Year) State) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Applicable Line) X_ Form filed by More than One Reperson (State) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Applicable Line) X_ Form filed by More than One Reperson (State) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) O4/10/2008 J(1) O A \$ 0 54,110 D	

0

178.3774

I

16.95

\$0

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

J(1)

By Wife

am a Trustee

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	7. Title Amour Underl Securit (Instr.:	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
				Disposed						Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
					Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

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

CHICO, CA 95973 Signatures

Suzanne Youngs "Power of Attorney" 04/10/2008

**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) Former ESOP employees received their shares.

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